

**ARTRONIQ BERHAD**  
**(formerly known as Plastrade Technology Berhad)**

**TERMS OF REFERENCE OF REMUNERATION COMMITTEE**



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Company No: 200201023414/591077-X

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**ABBREVIATIONS**

|                        |   |   |
|------------------------|---|---|
| AC                     | - | Audit Committee                               |
| ARTRONIQ / the Company | - | Artroniq Berhad                               |
| ARTRONIQ Group         | - | ARTRONIQ and its subsidiary companies         |
| AMLR                   | - | ACE Market Listing Requirements               |
| BOD or the Board       | - | Board of Directors                            |
| Bursa Securities       | - | Bursa Malaysia Securities Berhad              |
| ED                     | - | Executive Director                            |
| HRD                    | - | Human Resource Department                     |
| HOD                    | - | Head of Department                            |
| ACP / AC Policy        | - | Anti-Corruption Policy                        |
| ACSOP                  | - | Anti-Corruption Standard Operating Procedures |
| PIC                    | - | Person-In-Charge                              |
| MACC                   | - | Malaysian Anti-Corruption Commission          |
| MCCG                   | - | Malaysia Code on Corporate Governance         |
| NC                     | - | Nomination Committee                          |
| RC                     | - | Remuneration Committee                        |

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**1. COMPOSITION**

- 1.1. The Remuneration Committee ("RC") shall be appointed by the Board from amongst their members and shall consist of no fewer than three (3) members, a majority of whom are non-executive directors.
- 1.2. Members of the Committee shall be elected from among the Board members.
- 1.3. The Company Secretary or such other person as the Remuneration Committee may determine shall be the Secretary of the Remuneration Committee.
- 1.4. Other directors and employees may attend the Remuneration Committee meeting by invitation only.

**2. POWER AND AUTHORITY**

RC is to review and recommend a formal and transparent remuneration framework, including the Group's remuneration policy and terms of employment for the Board members, senior management and key employees. The RC is responsible to ensure the remuneration framework of the Group is able to attract and retain Directors and senior management who are able to contribute to the business strategy and long-term objectives of the Group and Company.

**3. DUTIES AND RESPONSIBILITIES**

- 3.1. To recommend to the Board the appropriate remuneration framework and policy for Board members, Senior Management and key employees,
- 3.2. To ensure that the procedures for rewarding and retaining performing employees are fair and transparent.
- 3.3. To recommend to the Board the appropriate remuneration package of Board members, Senior Management and key personnel after considering the existing remuneration package in the industry the Group operates in.

In discharging its duties, the Committee shall at all times be mindful of the provisions of the ACE Market Listing Requirements of Bursa Securities, the Malaysian Code on Corporate Governance 2017, Companies Act 2016, Malaysian Anti-Corruption Commission Act 2009 (Act 694) and other applicable laws, regulations and guidelines including any amendments thereto.

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**4. MEETINGS AND PROCEDURES**

- 4.1. The Committee shall meet at least once a year. Additional meetings shall be scheduled when considered necessary by the Chairman of the Committee. The Committee may establish any procedures from time to time to govern meetings, keeping of minutes and administration of matters arising.
- 4.2. The Secretary of the Committee shall be appointed by the Committee from time to time.
- 4.3. RC meeting agendas shall be determined by the RC Chairman with input from RC members and Senior Management.
- 4.4. Agenda for each meeting is to be circulated at least seven days before each meeting to the RC members and those who are required to attend the RC meeting. Written materials including information requested by the RC should be received together with the agenda for meetings.
- 4.5. The RC may request other directors and key executive to participate in RC meetings as and when necessary.
- 4.6. The Committee have access to such information and advice, both from within the Group and from externally if it deems necessary or appropriate.
- 4.7. The Committee has the authority to engage external professional advisers with relevant experience and expertise on matters relating to remuneration packages and practices. No director or executive may take part in decisions relating to their own remuneration.
- 4.8. Chairman of the Committee should be a non-executive director. In the absence of Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting.
- 4.9. Quorum for each meeting shall be two members who are non-executive directors.
- 4.10. In the event of equality of votes, the Chairman of RC shall have the casting vote.
- 4.11. The RC shall ensure minutes of meeting are duly recorded in the books on all resolutions and proceedings of the RC meetings. Such minutes shall be signed by the Chairman of the Committee at which the proceedings are held or by the Chairman of the next succeeding meeting, and if so signed, shall be conclusive evidence without any further proof of the facts therein stated. The minutes of the Committee meeting shall be available to the Board members.

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- 4.12. The books containing the minutes of proceedings of the RC shall be kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act 2016, relating to keeping of Minutes of the Board of Directors and any Committee of the Board of Directors.
- 4.13. The Committee, through its Chairman, is required report on matter deliberated and concluded to the Board at the next Board meeting, upon the conclusion of each RC meeting.

**- END OF POLICY -**