



Topmix Berhad

(Incorporated in Malaysia)

**Term of Reference of Remuneration
Committee**

TM-CG-P18

VERSION 1.0

Table of Contents

1.0	Objectives	1
2.0	Composition	1
3.0	Guiding Principles	1
4.0	Meetings	1
5.0	Authority	2
6.0	Duties and responsibilities	2
7.0	Revision and Updates	2

1.0 Objectives

The objective of the Remuneration Committee (“the Committee”) is to recommend to the Board of Directors (“the Board”) of Topmix Berhad (“the Company”) the remuneration policy and framework for directors and key senior management of the Company.

2.0 Composition

The Committee shall be appointed by the Board, and only consist of non-executive directors and a majority of them must be independent directors.

The Committee shall comprise not fewer than three (3) Board members.

The members of the Committee shall elect a Chairman from among their numbers.

In the event that a member of the Committee vacates office resulting the total number to reduce to below three (3), the Board shall, within three (3) months of that event, appoint a new member to make up the minimum number of three (3).

3.0 Guiding Principles

3.1 The levels of remuneration should be sufficient to attract and retain the directors and key senior management needed to run the company successfully. The component parts of remuneration should be structured to link rewards to corporate and individual performance, in the case of Executive Directors. In the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular Non-Executive Director concerned.

3.3 The Committee shall take into cognisance in its deliberations the Listing Requirements of Bursa Malaysia Securities Berhad and the principles in the Malaysia Code on Corporate Governance 2021, and any other pertinent regulations and laws, as well as revisions which may come into force thereafter.

4.0 Meetings

The Committee shall meet at least once a year and such additional meetings as may be required for the Committee to fulfil its duties. In addition, the Chairman may call a meeting if a request is made by any Committee member. The agenda for each meeting including supporting information shall be circulated at least seven (7) days before each meeting to the Committee members and all those who are required to attend the meeting.

At all meetings of the Committee, the Chairman of the Committee, if present, shall preside. If the Chairman of the Committee is absent, the members present at the meeting shall elect a Chairman for the meeting. The Company Secretary shall be the Secretary of the Committee.

A quorum shall consist of a majority of the members of the Committee. No business shall be transacted at any meeting unless a quorum is present.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were 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 thereon stated. The minutes of the Committee meeting shall be available to all Board members.

5.0 Authority

The Committee is authorised to draw from outside advice as necessary in recommending to the Board the remuneration policy and framework for the Directors including the remuneration and term of service of the Executive Directors in all its forms.

The Committee may also obtain direct access to the advice and the services of the Company Secretary who is responsible for ensuring that the Board's procedures are followed.

Executive Directors should play no part in decisions on their own remuneration. Executive Directors' remuneration is linked to their performance.

The determination of remuneration packages for Directors should be the responsibility of the full Board as a whole after taking into consideration the recommendations from the Committee. The level of remuneration should reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned. The individuals concerned should abstain from discussion on their own remunerations.

6.0 Duties and responsibilities

The duties and responsibilities of the Committee are as follows:

- to consider and recommend to the Board the remuneration framework for directors and key senior management;
- to provide the remuneration packages needed to attract and retain experienced, qualified, and high calibre directors and key senior management to drive the Company's long-term objective and value;
- act in line with the directions of the Board of Directors; and
- to consider and examine such other as Remuneration Committee considers appropriate.

7.0 Revision and Updates

Where necessary, this Terms of Reference will be reviewed and updated to ensure it remains consistent with the Committee's objectives and responsibilities.

The Board adopted this Term of Reference on 26 June 2023.