

NEXTGREEN GLOBAL BERHAD

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Composition

The members of Remuneration Committee (“RC”) shall be appointed by the Board from among the Directors of the Company and shall comprise a majority of Non-Executive Directors.

The RC shall consist of at least three (3) members. In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall fill the vacancy appropriately.

2. Chairman

The Chairman shall be elected by the Committee from among their members.

3. Quorum

The quorum of the meeting shall be 2 members of whom the majority of members present shall be Independent Non-Executive Directors.

4. Secretary

The Company Secretary shall act as Secretary of the RC.

5. Functions

RC shall in consideration of the Board’s remuneration policy review and recommend to the Board:

- a) the remuneration packages of all Board members in all its forms, drawing from outside advice as necessary;
- b) the remuneration packages and allowances of members of the Board’s committees;
- c) the recommendations from Executive Directors on the terms and conditions of service, remuneration, compensation and benefits package (including bonus and salary increment) of key senior management positions; and
- d) such other matters as may be delegated by the Board from time to time.

Directors who are shareholders should abstain from voting at general meetings to approve their fees and should not be involved in deciding their own remuneration.

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6. Meetings and Minutes

- a) The RC shall meet at least annually or as and when there are matters referred to them for consideration or a member may at any time and the Secretary shall on the requisition of a member, summon a meeting of the Committee.
- b) If need arises, issues could be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted.
- c) Other Board members or other appropriate officers may attend meetings upon the invitation of the RC.
- d) Issues discussed and actions recommended by the RC shall be presented and reported to the Board for decision.

7. Access to Advice

The RC is authorized, subject to the approval of the Board, to seek independent professional advice, if necessary to review the remuneration of the Board and Senior Management at the expense of the Company, in carrying out its duties.