



MEDA INC
MEDA INC BERHAD
(Company No. 507785-P)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

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Membership

The Board of Directors will appoint a majority of members who are Non-Executive Directors as members of the Remuneration Committee. The Committee shall consist of not less than two (2) members.

Authority

The Committee is authorized by the Board in setting up the policy framework and making recommendations to the board on the remuneration packages of directors.

Executive directors shall abstain from the deliberations and voting in respect of decisions on their remuneration. The Board as a whole will decide on remuneration of non-executive Directors. The Directors are not involved in the approval of their own remuneration package.

The Committee is also authorized by the Board to secure formal and informal consultations with relevant parties including independent consultants, if necessary, to ensure that the remuneration policies of the Company are competitive.

Objectives

The principal objectives of the Remuneration Committee is to ensure that the remuneration policies of the Company are competitive, thereby enabling the Company to attract and retain Directors with the relevant experience and expertise to manage the Group successfully.

The component parts of remuneration would be structured so as 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 expertise and responsibility undertaken by the particular non-executive director concerned.

Duties of the Committee

The duties of the Committee are:

- To establish a competitive compensation package, which reflects market value, sustained individual performance, job responsibilities and the group's performance against financial objectives.
- To review the directors' performance in line with the corporate objectives and decide upon the remuneration package of the executive directors.
- To establish a formal and transparent procedure for developing policies on executive remuneration.

Meetings

Meetings of the Committee shall be held not less than once a year and from time to time as determined by the members of the Committee. Written notice of the meeting together with an agenda shall be given to the members of the Committee. The quorum for a Meeting of the Committee shall be two (2) and any decision shall be decided by all the three(3) members.

The Company Secretary shall be the Secretary of the Committee.

Reporting Procedures

The Secretary shall maintain minutes of the proceedings of the meetings of the Committee and circulate such minutes to all members of the Board.