



Terms of Reference of the Remuneration Committee

Wintech Group of Companies :

Wintech Metal Berhad
Wintech Metal Processing Sdn Bhd
Wintech Worldwide Sdn Bhd

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Reviewed By:	Approved By:
Finance Director	CEO

OBJECTIVES

The Remuneration Committee (“Committee”) of Wintech Metal Berhad (“Company”) is established to support the Board of Directors (“Board”) in establishing and overseeing a fair, competitive, and performance-linked remuneration framework that attracts, retains, and motivates Directors and key senior management in alignment with the Company’s strategic goals and shareholder value creation.

The Committee aims to ensure that remuneration policies and practices are transparent, equitable, and consistent with the principles of good governance, while taking into account market benchmarks, individual performance and the Company’s financial position.

1. MEMBERSHIP

- 1.1 Members of the Committee shall be appointed by the Board among its Directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors.
- 1.2 The Chairman of the Board must not be a member of the Committee.
- 1.3 No Alternate Director shall be appointed as a member of the Committee.
- 1.4 Where the members of the Committee for any reason are reduced to less than three (3), the Board shall based on the recommendation of the Committee, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 1.5 The Board may from time to time and at its absolute discretion, revise the composition, roles, and responsibilities of the Committee.

2. CHAIRMAN

- 2.1 The Chairman of the Committee shall be an Independent Non-Executive Director.
- 2.2 In the absence of the Chairman of the Committee, the other members of the Committee shall amongst themselves elect a Chairman who must be an Independent Non-Executive Director to chair the meeting.
- 2.3 The Chairman of the Committee shall attend the general meetings of the Company to respond to any queries or concerns regarding the Committee’s functions and responsibilities and provide updates on its activities.

3. SECRETARY

The Company Secretary shall be the Secretary of the Committee.

4. QUORUM AND MEETING PROCEDURES

- 4.1 The Committee shall meet at least once a year or as and when the Committee deems necessary to fulfil its responsibilities. The Chairperson may call for additional meetings at any time at his discretion.

- 4.2 For the Committee's meetings except in the case of an emergency, reasonable notice shall be given in writing to all the members of the Committee.
- 4.3 The Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enables all persons to participate for the entire duration of the meeting. The technology to be used for the purpose of the meeting must be such that all persons taking part in the meeting must be able to communicate simultaneously with each of the other persons taking part in the meeting and may include telephone, television, video conferencing or any other audio and/or visual device which permits instantaneous communication.
- 4.4 A virtual meeting shall be deemed to constitute a Committee meeting provided the following conditions are met:
- (a) all the Committee members for the time being entitled to receive notice of the Committee meeting shall be entitled to receive notice of a virtual meeting. Notice of any such meeting shall be given by an appropriate form of technology (or in such other manner) as may be permitted by the Constitution of the Company; and
 - (b) a Committee member may not leave a virtual meeting by disconnecting from the technology used unless he has previously expressly notified the Chairman of the meeting of his intention to leave the meeting and a Committee member shall be conclusively presumed to have been present and have always formed part of the quorum during such a meeting until such notified time of his leaving the meeting. However, no business is to be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 4.5 The main venue of the meeting shall be the place where the Chairman or the Chairman of the meeting is present.
- 4.6 The quorum for the meeting shall be two (2) members, who are Independent Non-Executive Directors.
- 4.7 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, notice of the meetings, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the Committee.
- 4.8 The Company Secretary shall on the requisition of the Chairman of the Committee, call for a meeting of the Committee.
- 4.9 The Committee may, as and when deemed necessary, invite any Board members or any member of management or consultants, who the Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.
- 4.10 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote. Nevertheless, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman of the Committee will not have the casting vote.

- 4.11 A member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.
- 4.12 Managing Director and Executive Director(s) should not be involved in the decision-making process relating to their own remuneration. Each member of the Committee should abstain from discussion or voting on any resolutions in respect of his/ her own remuneration.
- 4.13 All members of the Committee, including the Chairman, shall hold office only for so long as they serve as a Director of the Company, and their appointment shall automatically be terminated if they cease for any cause to be a Director of the Company. Members of the Committee may relinquish their membership in the Committee with prior written notice to the Board.

5. MINUTES

- 5.1 The Company shall cause minutes of all proceedings of the Committee meeting to be entered in books for that purpose. The minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 5.2 The minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any Committee member or Board member.
- 5.3 The minutes of each Committee meeting shall be distributed to the Board members for notation.

6. WRITTEN RESOLUTION

- 6.1 A resolution in writing signed by all members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- 6.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which includes a signature of the said Committee member.

7. REPORTING

The Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

8. AUTHORITY

The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:

- (a) have explicit authority to investigate any matter within its Terms of Reference;

- (b) have the resources which are required to perform its duties;
- (c) have full and unrestricted access to all information and documents within the Group to perform its duties;
- (d) obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary; and
- (e) seek input from management on remuneration policies, but no individual should be directly involved in deciding their own remuneration.

9. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

- (1) Review and implement the Group's policies and procedures on remuneration, including reviewing and recommending matters relating to the remuneration of Directors and key senior management.
- (2) Assist the Board in formulating policies and guidelines for the composition of various components of remuneration such as basic salary, bonus, and other benefits for Directors and key senior management.
- (3) In determining the remuneration packages of Directors and key senior management, the Committee should take into consideration the following:
 - (a) technical competency, skills, expertise and experience;
 - (b) qualification and professionalism;
 - (c) integrity;
 - (d) roles and responsibilities;
 - (e) Company's performance in managing material sustainability risks and opportunities; and
 - (f) aligned with the business and risks strategies, and long-term objectives of the Group.
- (4) Review and recommend remuneration packages for all Directors and key senior management, having regard to the Group's operating results, individual performance and comparable market statistics and recommend to the Board for approval.
- (5) Review and recommend annual increment, market adjustment and promotion increment for the Directors and key senior management.
- (6) Review remuneration policy of Directors and key senior management, and ensure the compensations offered are in line with the Company's business strategies, long-term objectives, remuneration policy and market practice.
- (7) Ensure fees and benefits payable to Directors, and any compensation for loss of employment of Executive Directors are approved by shareholders at General Meetings.

- (8) Review and recommend to the Board, the remuneration packages of Non-Executive Directors for shareholders' approval at the General Meeting in accordance with the Companies Act 2016 and ensure that remuneration and incentives for Independent Directors should not conflict with their obligation in bringing objectivity and independent judgement on matters discussed.
- (9) Review any major changes in employee remuneration and benefit structures throughout the Group.
- (10) Recommend to the Board any performance related pay schemes for the Company or Group.
- (11) Recommend to the Board on the appointment of experts or consultants, where necessary to fulfil its responsibilities.
- (12) Provide clarification to shareholders during General Meetings on matters pertaining to the remuneration of Directors and key senior management as well as the overall remuneration framework of the Company.
- (13) To carry out other responsibilities, functions or assignments as may be agreed by the Board from time to time.

10. SHAREHOLDERS' APPROVAL AND DISCLOSURE

- (1) The Committee shall recommend to the Board for consideration and approval before tabling for shareholders' approval of all fees and benefits including compensation for loss of employment of Directors at Annual General Meeting ("**AGM**") or other general meeting.
- (2) The Board should table separate resolutions on the approval of the fees of each Non-Executive Director at the AGM.
- (3) The Committee shall ensure that information on remuneration of Directors, Managing Director, Executive Directors and key senior management is disclosed in the Annual Report and audited financial statements, where appropriate.

11. REVIEW OF THE TERMS OF REFERENCE

- 11.1 This Terms of Reference shall be periodically reviewed and updated taking into consideration the needs of the Company as well as any development in the rules and regulations that may have an impact on the discharge of the Committee's responsibilities.
- 11.2 This Terms of Reference was reviewed and approved by the Board on 29 September 2025 and is made available for reference on the Company's <https://www.wintech.com.my/>