



Terms of Reference for Remuneration Committee

Date: 23/8/2022

Innity Corporation Berhad

(Company No. 200701006554 (764555-D))

1.0 Overview

The Remuneration Committee (the “Committee”) of Innity Corporation Berhad (the “Company”) was formed by the Board of Directors of the Company. Its primary function, in line with the Malaysian Code on Corporate Governance, is to recommend to the Board the remuneration package of Directors and Key Senior Management of the Company and its subsidiaries (the “Group”) to attract, retain and motivate Directors and Key Senior Management.

2.0 Composition

- 2.1. The members of the Committee shall comprise wholly or mainly of Non-Executive Directors, a majority of whom are independent and number at least three (3) in total.
- 2.2. The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.
- 2.3. The members will be appointed by the Board and will remain members until there is a change.
- 2.4. No alternate director shall be appointed as a member of the Committee.
- 2.5. If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3.0 Secretary

The Secretary, his/her representative or other appropriate Senior Officer shall act as secretary of the Committee (the “Secretary”).

4.0 Attendance

The Group Managing Director may be invited to attend meetings to discuss the performance of Executive Directors and make proposals as necessary. Executive Directors should play no part in decisions on their own remuneration.

The Committee may appoint external consultants, if deemed expedient, to aid the Committee in the discharge of its duties.

5.0 Quorum and Meeting Procedures

Meetings shall be held at least once a year. More meetings may be convened when the need arises. The quorum for a meeting of the Committee shall be at least two (2) members, present in person.

The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute

presence in person at such meeting. A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

6.0 Annual General Meeting

The Chairman of the Committee should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

7.0 Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers necessary at the expense of the Company.

8.0 Authority

- 8.1. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 8.2. The Committee is authorised to call for any appropriate person or person to be in Attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.
- 8.3. The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference

9.0 Duties

The duties of the Committee shall include the following:-

- 9.1. assist the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Directors and Key Senior management;
- 9.2. setting the remuneration policy for all Directors and Key Senior Management. In determining such policy, take into account all factors which it deems necessary including the relevant legal and regulatory requirements. The objective of remuneration policy is to ensure that the remuneration for Independent Nonexecutive Directors do not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board Meetings. Whilst, the remuneration policy shall also serve to attract, retain and motivate Executive Directors and Key Senior Management of the quality required to run the Company successfully without paying more than necessary, having regard to the views of shareholders and other stakeholders. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals. A significant proportion of remuneration for Executive Directors and Key Senior Management should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company;

- 9.3. to recommend to the Board the appropriate remuneration packages for the Executive Directors, Non-Executive Directors and Key Senior Management;
- 9.4. to review the fees of the Directors and benefits payable to Directors including any compensation for loss of employment of director or former director and recommend to the Board of Directors and thereafter to be approved at a general meeting;
- 9.5. to consider and review any service contract or remuneration package of newly appointed Executive Director, prior to their appointment;
- 9.6. to recommend the engagement of external professional advisors to assist and/or advise the Committee, on remuneration matters, where necessary;
- 9.7. to review the Terms of Reference and recommend any changes it considers necessary to the Board for approval, periodically or as and when necessary, to ensure the Committee is operating at maximum effectiveness and in line with any legal and regulatory requirement as well as the Malaysian Code on Corporate Governance; and
- 9.8. to consider all other related matters as may be requested by the Board from time to time.

10.0 Minutes of meetings

All minutes of meetings of the Committee shall be kept at the Registered Office and copies thereof shall be circulated to all members of the Board. Any request by Management/ other person(s) to inspect the minutes shall be subject to the approval of the Committee.

11.0 Revision of the Terms of Reference s

Any revision or amendment to this Terms of Reference, as proposed by the Committee or any third party, shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

(This Revised Terms of Reference for Remuneration Committee was approved and adopted by the Board on 23 August 2022)