

**GREEN PACKET BERHAD  
(Company No. 534942-H)**

**TALENT AND REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

***Purpose***

The main role of the Talent and Remuneration Committee is to assist and advise the Board on matters relating to the Board and Senior Management's remuneration and talent management, in order to attract, retain and engage best talents in the market to maximize shareholder value.

***Authority & Functions***

1. To establish and review the short-term, mid-term and long-term talent and remuneration strategy of all levels of the Group.
2. To develop, maintain and review the criteria to be used in assessing the performance of Senior Management and relevant rewards in achieving the set targets.
3. To assess the skill sets, experience, functional knowledge, competencies, commitment, contribution and performance, in determining suitable candidates for Senior Management, appointment or promotion.
4. To ensure the succession planning of critical and key roles are established and HIPOs are identified to fill the gap of operation and strategic needs.
5. To obtain independent advice if necessary.
6. To consider other topics as defined by the Board.

Executive Directors should play no part in decisions on their remuneration while the remuneration of the Non-Executive Directors should be a matter of the Board as a whole. The individuals concerned should abstain from discussion of and voting on their own remuneration. The remuneration package of individual director is reflective of the Board's responsibilities, expertise, functional knowledge, competencies, time commitments and the Company's performance.

The remuneration of the Non-Executive Directors shall be a matter for the Board and is subject to the approval of shareholders at an Annual General Meeting. No director shall be involved in any decisions as to his own remuneration. The individuals concerned should abstain from discussion of their own remuneration.

To access annually the effectiveness of the Talent and Remuneration Committee members and their respective individual contribution.

**GREEN PACKET BERHAD**  
**TERMS OF REFERENCE – TALENT AND REMUNERATION COMMITTEE**

---

***Membership***

The Talent and Remuneration Committee shall compose wholly or mainly of Non-Executive Directors of no fewer than three (3) in number. The members of the Talent and Remuneration Committee shall elect a Chairman amongst its members who shall be a Non-Executive Director.

**Secretary**

The Company Secretary shall be the Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee Members. The Committee Members may inspect the minutes of the Talent and Remuneration Committee at the Registered Office.

**Meetings**

The Committee shall meet at least once in each financial year. The quorum for a meeting shall be two (2) members.

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.

All decisions at such meeting shall be decided on a show of hands on a majority of votes.

**General**

- The terms of reference should be reviewed annually in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Talent and Remuneration Committee's responsibilities.
- A copy of the terms of reference is available at [www.greenpacket.com](http://www.greenpacket.com)