



**PGF CAPITAL BERHAD**  
**TERMS OF REFERENCE for**  
**Remuneration Committee**

(Version 1: approved on 20 January 2025)

## **REMUNERATION COMMITTEE**

### **Objective**

The Remuneration Committee (the "Committee") of **PGF CAPITAL BERHAD** was formed by the Board on 25 January 2006. The main objective of the Committee is to recommend to the Board the remuneration of Executive Directors of PGF Capital Berhad.

### **Membership**

The members of the Committee shall comprise wholly or mainly of Non-Executive Directors and shall be at least two in total.

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

### **Secretary**

The Secretary of the Company shall be the secretary (the "Secretary") of the Committee.

### **Attendance**

The Chief Executive Officer (if he is not appointed a member of the Committee) may be invited to attend meetings to discuss the performance of other 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 assist the Committee in the discharge of its duties.

### **Frequency of meetings**

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. Where an Executive Director is appointed a member of the Committee, the quorum for a meeting of the Committee shall at least be two (2) members who are non- Executive Directors.

### **Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside of PGF Capital Berhad's Group as and when it considers this necessary.

## **Duties**

The duties of the Committee shall be to recommend to the Board the remuneration of Executive Directors in all its forms.

## **Minutes of meetings**

The Secretary shall keep all minutes of meetings of the Committee and copies thereof shall be circulated to all members of the Board.