

Meta Bright Group Berhad

(formerly known as Eastland Equity Bhd.)

Remuneration Committee Terms Of Reference

1.0 Composition

The Committee should consist of at least three (3) members comprising non-executive directors, and the majority must be independent directors.

Vacancy in the Committee shall be filled out within 3 months.

2.0 Quorum

The quorum of the meeting of the RC shall be at least two (2) members.

3.0 Chairman

The Chairman of RC shall be an Independent Non-Executive director.

In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members who must be an independent director to act as a Chairman of the meeting.

4.0 Secretary

The Company Secretary shall be the Secretary of the RC.

5.0 Meetings and Minutes

- a) The RC shall meet at least annually or as and when there are matters referred to them for consideration. The Secretary shall also on the request of any member, summon for a meeting at any time by giving all Directors seven days' notice in writing. A meeting may, with the consent of the majority of the Directors, be convened with shorter notice.
- b) If the need arises, issues may be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by majority members, shall be valid and effectual as if it had been passed at a meeting duly convened and constituted.
- c) The RC may hold meetings at two or more venues using information technology that gives all RC members a reasonable opportunity to participate in the meeting.
- d) Other Board members and/or other officers may only attend meetings upon the invitation of the RC.
- e) Minutes of each meeting shall be circulated to the RC members and presented to the Board.

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- f) Issues discussed and actions recommended by the RC shall be presented and reported to the Board for decision.

6.0 Functions

RC shall:

- a) Assist the Board in developing, setting and administering a fair and transparent remuneration policy and procedure for the board and senior management;
- b) Review and recommend to the Board the framework of remuneration of the Executive Directors and Senior Management. Such framework shall ensure that the Executive Directors' and Senior Management's remunerations are competitive and comparable with the market, able to attract, retain and motivate high calibre individuals and align their interest with the Company and shareholders;
- c) Review and determine the annual salary increment, performance bonus, and short term/long term incentives (including share grant and bonus) for Executive Directors and senior management based on the performance measurements, including performance in managing material sustainability risk and opportunities of the Group;
- d) Review and determine the other benefits in kind for the Executive Directors;
- e) Review and make recommendations to the Board regarding the Independent and Non-Executive Directors' remuneration (including directors' fee and other benefits payable), based on their respective contribution, expertise, commitment, and responsibilities undertaken without conflicting with their objectivity and independence judgement on matters discussed; and
- f) Recommend the engagement of external professional advisors to assist and/or advise the Committee and the Board, on remuneration matters, where necessary.

7.0 Access to Advice

Subject to the approval of the Board, the RC may seek independent professional advice in discharging their responsibilities at the expense of the Company.

8.0 Review of Terms Of Reference

These terms of reference shall be periodically reviewed to ensure that they remain consistent with the Board's objectives, current regulatory requirements and corporate governance best practice. Amendments made to these terms of reference shall be approved with a board resolution.