



# **Goodway Integrated Industries Berhad**

**(Company No. 618972-T)**  
(Incorporated in Malaysia)

**TERMS OF REFERENCE**

**OF**

**JOINT NOMINATION AND REMUNERATION COMMITTEE (“JNRC”)**

*(Revised 2016)*

## **1.0 CONSTITUTION**

- 1.1 On 12 August 2004, the Board of Directors (the “Board”) of Goodway Integrated Industries Berhad (the “Company”) established a Nomination Committee as well as a Remuneration Committee.
- 1.2 On 28 February 2008, the Board decided and approved that both committees be combined and known as the JNRC for the purpose of expediency and its members entrusted with the function of both committees.

## **2.0 COMPOSITION**

- 2.1 The JNRC shall be appointed by the Board from among its members.
- 2.2 The JNRC shall comprise not less than (3) members and not more than five (5) members, the majority of whom must be independent Directors. All members shall be non-Executive Directors.
- 2.3 The Chairman of the JNRC shall be an independent non-Executive Director and the Company Secretary of the Company shall be the secretary of the JNRC (the “Secretary”).

## **3.0 FUNCTIONS**

- 3.1 To recommend to the Board, suitable person(s) to act as Director(s) i.e., Executive, non-Executive and independent non-Executive Directors, of the Company.
- 3.2 To evaluate and consider suitable person(s) to fill seats on Committees set up by the Board.
- 3.3 To ensure that the Directors bring to the Board the required mix of skills and experience and other qualities, including core competencies which non-Executive Directors should bring to the Board.
- 3.4 To set the policy and review the framework and to make recommendations to the Board on all elements of the remuneration, terms of employment, reward structure and fringe benefits for Executive Directors, Chief Executive Officer (“CEO”) and key management positions of the Company and its subsidiaries (the “Group”), with the aim to attract, retain and motivate qualified and experienced personnel and to ensure that the components of the remuneration is linked to performance and responsibility levels and is comparable with the market norm.
- 3.5 To continually monitor the effectiveness of remuneration packages to ensure they serve the needs of the Group.
- 3.6 To review and recommend to the Board the remuneration package for non-Executive Directors.

- 3.7 To review and evaluate on an annual basis, the effectiveness of the functions of the Board and its Committees based on, among others, the Corporate Governance Principles and Practices of the Board.
- 3.8 To assist, as and when required by the Board, in the review and evaluation of the succession plan for the Management personnel of the Group.
- 3.9 To review and evaluate on an annual basis, the contributions made by each member of the Board.
- 3.10 To establish, where necessary, sub-committee(s) and to delegate its powers to such sub-committee(s) for the purpose of carrying out certain functions on behalf of the JNRC. Such sub-committee(s) shall report directly to the JNRC or any member nominated by the JNRC.

#### **4.0 MEETINGS**

- 4.1 The JNRC shall meet at least once a year or more frequently as circumstances dictate and the JNRC may invite any of the Management personnel or any other parties it deems necessary to attend the meetings and/or to provide information.
- 4.2 The quorum of the meeting shall be two (2) members inclusive of the Chairman.
- 4.3 The Secretary will be responsible, together with the Chairman of the JNRC, for determining the agenda for each JNRC meeting. Unless otherwise agreed, the Secretary shall circulate the notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and the relevant supporting papers, to each member of the JNRC and other attendees, where relevant, at least five (5) working days before the date of the meeting.

#### **5.0 MINUTES AND SIGNATURES BY CHAIRMAN**

- 5.1 Every JNRC meeting must be recorded either by the Secretary or any other person approved by the JNRC and the minutes must be signed by the Chairman of the meeting as evidence that the meeting was duly convened and held.

#### **6.0 MATTERS SPECIFICALLY FOR COLLECTIVE DECISION**

- 6.1 All decisions of the JNRC shall be based on the decision of majority members.
- 6.2 The JNRC acts primarily as an advisory body to the Board and also makes recommendations to the Board. Nonetheless, the JNRC does not, as of itself, have the power or authority of the Board in dealing with the matters on which it advises except where certain powers are specifically set out in this Terms of Reference ("TOR") or is otherwise delegated by the Board.

#### **7.0 INFORMATION & REPORTS**

- 7.1 Members of the JNRC shall have access to the resources and information necessary, including from the personnel of the Group, which may assist and/or facilitate the JNRC to carry out its function effectively.
- 7.2 The JNRC shall have the power to obtain independent legal or other professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it deems necessary.
- 7.3 The Management is to provide all information and reports necessary for objective and timely evaluation, to enable the JNRC to carry out its function.

**8.0 REVIEW OF THE TOR**

- 8.1 The JNRC shall review this TOR from time to time and recommend to the Board for the necessary amendments it deems appropriate to be made, to ensure that the TOR remains relevant to the Group’s needs, continues to reinforce the strategic objectives of the Group and will reflect changing legal, regulatory and ethical standards.

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