

DATAPREP HOLDINGS BHD

Remuneration, Quality and Nominating Committee Terms of Reference

1.0 COMPOSITION

The Remuneration, Quality and Nominating and Remuneration Committee (“the Committee”) shall be appointed by the Board of Directors from amongst its numbers which fulfills the following requirements:

- a. The Committee shall consists of not less than two (2) members;
- b. The members of the Committee shall comprise mainly of non-executive directors,
- c. A quorum shall consists of at least two (2) members, the majority of whom shall be independent directors;
- d. The members of the Committee shall elect a Chairman from amongst themselves who shall be an independent non-executive director;
- e. If a member of the committee resigns or for any other reasons ceases to be a member which results in being less than the required number, the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum of two (2) members; and
- f. All members of Committee, including the Chairman will hold office only so long as they serve as directors of Dataprep Holdings Bhd. The Board of Directors shall review their terms of office and performance of the Committees and each of its members annually.

2.0 MEETING AND MINUTES

- a. Meeting shall be held at least once a year;
- b. The Company Secretary shall act as secretary of the Committee and shall be responsible, with the concurrence of the Chairman, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to the member prior to each meeting; and
- c. The secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee. The secretary of the Committee shall circulate the minutes of the meeting of the Committee to all member of the Board.

3.0 RIGHTS AND AUTHORITY

In carrying out its duties and responsibilities, the Committee shall have the following rights:

- a. Have explicit authority to investigate any matters within its terms of reference and to recommend, if thought fit for the dismissal of the executive directors;
- b. Have adequate resources required to perform its duties;

- c. Have full and unrestricted access to information, record, properties and personnel of the Company and Group;
- d. Be able to obtain independent professional or other advice and to invite outsiders with relevant experience and expertise to attend the Committee's meeting if it considers this necessary; and
- e. The determination of remuneration packages of non-executive directors, including non-executive chairman should be a matter for the Board as a whole. The individual should abstain from discussion of their own remuneration.

4.0 PURPOSES

(I) The purposes of the Remuneration functions of the Committee:

- a. The review and recommend to the Board for their approval the framework of executive compensation and its cost, and the remuneration packages for each executive director are fairly rewarded for their individual contribution to the overall performance of the Group and to endorse the remuneration packages paid to senior management recommended by the Group Managing Director ("GMD");
- b. To demonstrate to the shareholders of the Company that the compensation packages for each executive director are set by members who have no personal interest in the outcome of the decisions of the Committee and who will have due regards to the interest of the shareholders;
- c. To review the effectiveness and performance and thereafter, to recommend to the Board for their recommendation to the shareholders, the remuneration of non-executive directors, which shall be the decision of the Board as a whole; and
- d. To review and recommend to the Board for their approval, the Group's Performance-Linked Compensation scheme.

(II) The purposes of the Nominating functions of the Committee:

- a. To propose to the Board for their approval new candidates to join the Board of the holding, subsidiary companies and Board committees; and
- b. To assess the effectiveness of the Board on an on going basis in order to achieve a right balance of experience and expertise for required mix of skills, experience and other qualities including core competencies which non-executive directors should bring to the Board and also assess the contribution of each individual director.

5.0 FUNCTIONS AND DUTIES

(I) The Remuneration functions and duties of the Committee:

- a. To review and recommend to the Board for their approval the remuneration packages to be paid to executive directors which includes basic salary, fees, benefits in kind, bonuses and incentives, pension and share option scheme. This includes changes to these contracts;
- b. To review and recommend to the Board for their approval of the Group's Performance-Linked Compensation;
- c. To review and recommend to the Board the remuneration of non-executive directors which shall be a decision of the Board as whole;

- d. To consider other matter relating to the remuneration of or other terms of employment referred to the Committee by the Board;
- e. To demonstrate to the shareholders of the company that the compensation packages for each executive director are set by members who have no personal interest in the outcome of the decisions of the Committee and who will have due regard to the interests of the shareholders;
- f. To endorse the remuneration packages which include the basic salary, bonus, fees, benefits in kind, incentive scheme, pension and share option scheme to be paid to the senior management recommended by the GMD;
- g. Exclusion:
 - i) The determination of remuneration packages of non-executive directors, including non-executive chairman should be a matter for the Board as a whole which should reflect their responsibility and commitment. The individuals concerned should abstain from discussion of their own remuneration; and
- h. To consider and examine other matter considers appropriate.

(II) The Nominating functions and duties of the Committee:

- a. To review and recommend to the Board for their approval, candidates for all directorship to be filled by the shareholders or the Board;
- b. To review and recommend to the Board for their approval, directors to fill the seats on Board Committees;
- c. To review and recommend to the Board for their approval the required mix of skills, experience and other qualities, including core competencies which non-executive directors should to the Board and the contribution of each individual director;
- d. To review and recommend to the Board for their approval periodically, on the size of the Board, Committee structure, the effectiveness of board meetings and the programme of the Board meeting;
- e. To review and recommend to the Board for their approval an orientation and education program for new recruits to the Board as an integral element of the process of appointing new directors;
- f. To assist the Board in discharging their responsibilities relating to, amongst others, compensation strategy, succession planning, management development and other compensation function;
- g. To review and assess the independence of the Board's Independent Directors;
- h. To maintain and review the criteria for annual assessment of directors; and
- i. To consider and examine other matters considers appropriate.