ADVANCE INFORMATION MARKETING BERHAD

Registration No. 200401006266 (644769-D)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE ("RC")

1. OBJECTIVE

The primary objective of the RC is to implement remuneration policies and procedures and review and recommend the remuneration of the Board and senior management.

2. COMPOSITION

The members of the RC shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, consisting wholly or mainly of Independent Non-Executive Directors. The RC shall elect a Chairman from among its members.

No alternate Director shall be appointed as a member of the RC. The terms of office and performance of the RC and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the RC resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

i) The RC is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

ii) The RC is authorised to invite Directors, employees, and external consultants to attend and provide explanation in the meeting on matters within its scope of responsibilities.

iii) The RC is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference subject to the criteria in Paragraph 14 of the Board Charter.

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the RC shall undertake, amongst others, the following duties and responsibilities:

i) Develop and recommend a fair and transparent remuneration policies and procedures to the Board for approval to determine the remuneration of Directors and Principal Officers.

ii) Review and recommend the remuneration, annual salary increment, performance bonus, short and long term incentives and benefit in kind for Directors and Principal Officers. The considerations for assessing the remuneration for the Executive Director and Principal Officer are based on the individual's and Company's performance, including the performance in managing significant sustainability risks and opportunities; and the market practices of the companies of similar size under the prevailing business environment. Whereas, when assessing the remuneration for the Independent and Non-Executive Directors, RC shall consider the individual's performance, appropriate level of remuneration of Non-Executive Directors to ensure independence and objectivity are not compromised, and responsibilities undertaken such as additional responsibility taken for directors acting as chairman of the Board.

iii) Abstain from the discussion of the individual's own remuneration to avoid conflict in bringing objectivity and independent judgement.

iv) Recommend the engagement of external professional advisors to assist and/or advise the RC and the Board, on remuneration matters, where necessary and subject to the criteria in Paragraph 14 of the Board Charter.

v) The RC shall review the disclosure of the remuneration of the Board and Principal Officers in the Annual Report to ensure that the disclosure requirements are met.

5. MEETINGS

The RC shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the RC shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meetings of the RC may be held and conducted through any mode of communication which allows all RCs and other invitees the opportunity to participate in the meeting. A member participating in the meeting and shall be counted in a quorum and be entitled to vote accordingly.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the RC, any other person required to attend and all other Non-Executive Directors, no later than seven (7) days before the date of the meeting. Discussion papers for the agenda shall be sent to RC members and other attendees as appropriate, at the same time.

6. QUORUM

The quorum for a meeting of the RC shall consist of not less than two (2) members, of which at least one (1) shall be an Independent Non-Executive Director.

7. SECRETARY AND MINUTES

The Company Secretary or other persons authorised by the Board shall act as the Secretary of the RC. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the RC and ensure that the minutes are properly kept and produced for inspection if required.

8. CIRCULAR RESOLUTION

A resolution signed by a majority of the RC shall be as valid and effectual.

9. REVISION AND UPDATES

This Terms of Reference will be reviewed and updated periodically to ensure it remains consistent with the RC's objectives and responsibilities, current listing and regulatory requirements, and corporate governance best practices. Any updates and amendments will be recommended by the RC for the Board's approval.

This Terms of Reference was reviewed and adopted by the Board on 21 August 2026.

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