

RT PASTRY HOLDINGS BERHAD
(Registration No. 201801014342 (1276358-V))

Remuneration Committee Terms of Reference

1.0 PURPOSES

The Remuneration Committee ("RC" or "Committee") is responsible for assisting the Board of Directors ("Board") of RT Pastry Holdings Berhad ("RT" or the "Company") in the development and implementation of the framework and policies on the remuneration of the Directors and Senior Management of the Company with the following objectives :

- (a) To recommend to the Board the remuneration framework for the Non-Executive Directors including the Non-Executive Chairman.
- (b) To set the policies and procedures on the remuneration framework, including reviewing and making recommendations to the Board on all elements relating to remuneration, terms of employment, reward structure and fringe benefits for Executive Directors, the Group Chief Executive Officer ("GCEO"), Chief Operating Officer ("COO") and Chief Financial Officer ("CFO").
- (c) To set the policy and remuneration framework for employees of the RT Group of Companies ("Group").

The RC will review and recommend the remuneration packages and annual performance rewards to the Board for approval.

2.0 COMPOSITION

The RC shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be independent. Where the members of the Committee for any reason are reduced to less than three (3), the Board shall base on the recommendation of the NRC, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

Members of the RC shall be appointed by the Board amongst its Directors.

No alternate director shall be appointed as a member of the Committee.

3.0 CHAIRMAN

The Committee shall elect a Chairman from amongst its members who shall be an Independent Non-Executive Director and approved by the Board. The chairman of the Board shall not be a member of the Committee.

The responsibilities of the RC Chairman, among others, are as follows: -

- (a) Planning and conducting meetings;
- (b) Overseeing the reporting to the Board;
- (c) Encouraging open discussion during meetings;

- (d) Developing and maintaining active on-going dialogue with Management

4.0 AUTHORITY

The Committee is authorised by the Board:

- i) To have full and unrestricted access to information and resources required from the management of the Company to perform its duties.
- ii) To call for anyone in the Company to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.
- iii) To obtain, at the Company's expense, external independent legal or other professional advice on any matters it deem necessary within its terms of reference.

5.0 DUTIES AND RESPONSIBILITIES

The functions of the Committee are as follows:

- i) To assist the Board to establish a formal and transparent remuneration policy and procedures for approving the remuneration of the Directors and Senior Management;
- ii) To review and recommend the Directors' fees and benefits to the Board for approval;
- iii) To assist the Board to formulate policies, guidelines and set composition of various types of components of remuneration such as basic salary, bonus and other benefits in kind for Directors and Senior Management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required;
- iv) To ensure that all the Directors and Senior Management are fairly rewarded for their individual contributions to the Company;
- v) To ensure that the level of remuneration is sufficiently attractive to retain the Directors and Senior Management and structuring the remuneration packages to link rewards to individual performance; and
- vi) To assist the Board to ensure all remuneration packages and benefits given to the Directors and Senior Management are in line with the Company's remuneration policy and complying with all laws, rules, requirements, regulations and guidelines set by the relevant authorities and the Board from time to time.

The Director(s) concerned shall abstain from deliberation and voting on his/her own respective remuneration.

6.0 MEETINGS OF THE COMMITTEE

6.1 Frequency

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

In the event the Chairman of the Committee is unable to attend the meeting, any members of the Committee present at the meeting shall elect one of their members who is an Independent Non-Executive Director to be the Chairman.

6.2 Notice of Meetings

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

6.3 Quorum

A minimum of two (2) members to form the quorum.

6.4 Meeting mode

A member of the Committee may participate in a meeting by either:

- a. being physically present in person at the venue of meeting; or
- b. by means of video conferencing, telephone or other electronic and communication facilities which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

The Committee members may also exercise its deliberation and voting via a circular resolution.

A resolution in writing signed or approved by a majority of the members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted and may consist of several documents in like form each signed by one or more members and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the minutes book of Committee proceedings. The expressions of "in writing" or "signed" include approval by any such member by letter, telefax, electronic mail or any form of electronic approval or electronic signature or digital signature via software, electronic devices or other means of telecommunication apparatus or devices approved by the Directors of the Company for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

6.5 Secretary of the Committee

The Company Secretary shall be the secretary of the Committee.

The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the Committee.

6.6 Minutes of the Committee meeting

The Company Secretary shall attend, record, prepare and circulate the minutes of the meetings of the Committee and such minutes shall be confirmed by the Committee at the next meeting. The minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any Committee member or Board member.

7.0 REVIEW OF THE TERMS OF REFERENCE

The RC shall recommend any change to its terms of reference in such manner as the RC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements. It shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the RC's role.

This Terms of Reference was adopted by the Board of the Company on 24 September 2025.

END.