



REMUNERATION COMMITTEE CHARTER

1. Definition

“Board”	:	The Board of Directors of the Company.
“Committee”	:	The Remuneration Committee of the Company.
“Company”	:	Kucingko Berhad (formerly known as Kucingo Sdn Bhd) or by whatever name it is called from time to time.
“Directors”	:	The directors for the time being of the Company or such number of them as having authority to act for the Company.
“Group”	:	The Company and its subsidiaries.
“Key Senior Management”	:	Individuals at the highest level of management of a Company who have day-today tasks of managing that company.
“Listing Requirements”	:	Bursa Malaysia Securities Berhad’s ACE Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
“Secretary”	:	Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

KUCINGKO

Corporate Address

H-G-03 Glomac Square
Jalan SS6/16A, Kelana Jaya
47301 Petaling Jaya
Malaysia

maomao@kucingko.com

2. Date Established

The Committee was established on 01/05/2024.

3. Objectives

The Committee is a committee of the Board with the key objective to assist the Board to fulfil its oversight responsibilities on the Company. We are tasked with the following:



3.1. We're dedicated to crafting a crystal-clear policy on the remuneration and compensation of Directors and to set the remuneration and compensation package of our Non-Executive Directors. It's a decision that involves the full Board.

3.2. We've adopted a formal and transparent procedure for determining the remuneration packages of our Directors. We take into account the Company's demands, complexities, and performance, and we give a nod to the objective value of their contributions to the Company.

3.3. We ensure our remuneration, benefits, and rewards are intricately tied to both corporate and individual performance.

3.4. We want to attract and retain Directors who are essential for the Company's successful management hence our remuneration package is designed to be so.

3.5. Every year, we give our remuneration packages a thorough check-up. We measure their competitiveness and appeal. If necessary, we're ready to make recommendations for adjustments.

4. Composition

Our Committee is a skilled and diverse crew, handpicked by the Board. We're all about unity, so we're rolling in with no fewer than three (3) members who are all Non-Executive Directors and a majority of them will be independent.

The Chairman of the Board will not be a member of our crew.

Additionally, no alternate Director will be assigned to our Committee.

If we ever find ourselves short-handed with less than three (3) members, we're tasked to fill that gap within three months.

5. Chairman

Our Chairman is like the leader of the pack, elected from the Committee members. They're our go-to Independent Non-Executive Director, and their appointment is approved by the Board.

If our Chairman of the Committee is taking a break, the rest of the Committee members will elect a temporary leader from among themselves for that meeting.

Our Chairman is the messenger responsible for sharing all the details, findings, and recommendations from our Committee with the Board of Directors. Anything that needs the Board's attention and approval will be presented by our Chairman at the Board meeting.

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6. Secretary

The Company Secretary works closely together with our Chairman of the Committee to prepare the meeting agenda. They make sure all the meeting materials are in the hands of every member, so everyone is all on the same page.

7. Meetings

Whether it's at least once a year or more frequently depending on the situation, our Committee convenes as required. And if the need arises, the Chairman can call for a meeting, ensuring the right conversations happen at the right time.

To bring the meeting to life, we need at least two (2) Committee members present. It's about having the right mix of perspectives to create well-rounded decisions.

Our Secretary plays the role of organiser, summoning the gathering. If Committee members raise their hand for a meeting, the Secretary gets things moving. Unless in emergency cases, we provide a written notice period of 1 to 5 business days for every Committee meeting.

Surprise guests like other Board members and employees might also join upon invitation.

Distance won't dim our Committee members' participation. Via conference calls, video calls, or similar communication methods they can join discussions from afar, making sure every voice is heard. It's like they're right there in the room with us, and that counts as being "present" and satisfies our meeting requirements.

In cases of a conflict of interest, a Committee member is required to disclose the conflict and refrain from participating in the vote concerning the matter. If the Chairman of the Committee is the one facing a conflict of interest, the remaining Committee members present shall, by a simple majority, designate one of their number present at the meeting to serve as an ad hoc chairman for that specific meeting.

When it's time to make decisions, we go with the flow of the majority. Whatever most members agree upon becomes our course of action. When the majority speaks, that's the Committee's final say.

8. Minutes

The minutes of every meeting find a home at the Company's registered office, ready to be shared with every Committee member and the rest of the Board. The Chairman updates the Board on the meeting's highlights.

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To ensure accuracy, the minutes are signed by either the Chairman of the meeting at which the proceedings were held or the Chairman of the next succeeding meeting.

Committee members have an open invitation to inspect the minutes at the registered office or any other spot the Committee decides on.

The Committee reports back to the Board, providing insights on specific matters referred to us.

Our Secretary circulates the minutes of our Committee meetings to every member of the Board, ensuring everyone's in the loop.

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9. Circular Resolution

We've got a convenient way to make decisions outside of our meetings. All it takes is a written resolution signed by most of our Committee members, and it's as good as if we'd gathered in person and made the call.

This resolution can come in the form of several documents, each signed by two (2) or more Committee members. We even accept digital signatures, so you can transmit these documents by forms of electronic communications.

10. Authority

The Committee is authorised by the Board to:

- 10.1. Dig into any matter within our terms of reference.
- 10.2. Have adequate resources required at our fingertips.
- 10.3. Have full and unrestricted access to information about the Company.
- 10.4. Bring in external professionals or invite experts with the right experience to our meetings when necessary.

11. Responsibilities and Duties

Our roles and responsibilities include:

- 11.1. We are the architects of remuneration policies for the Group's Executive Directors and Non-Executive Directors. We review, analyse, and propose recommendations to the Boards of Directors.
- 11.2. We get into the details of remuneration structures for Executive Directors and Non-Executive Directors, reviewing and recommending to the Board.



- 11.3. We analyse, propose, and make sure that remuneration levels match up with responsibilities and contributions of Director's fees and benefits payable to Non-Executive Directors to their respective Boards.
- 11.4. We ensure the remuneration packages of Executive Directors are matched to skills and responsibilities, enough to attract and retain the Directors needed to steer the Company to success.
- 11.5. We periodically review the policies and procedures to make sure they're always on point.
- 11.6. We are on the case when considering and examining other matters as the Committee deems worth examining.

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12. Review of the Committee

Every year, the Nomination Committee takes a close look at our term of office and how we've been performing and make sure we've been carrying out our duties according to our terms of reference.

13. Review of the Terms of Reference

Our Committee will recommend any needed changes to our terms of reference to the Board for approval.

Our terms of reference are dynamic. We'll review and update them when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements, or any other regulatory obligations. Additionally, if the Group's direction or strategies shift in a way that impacts our Committee's role, we'll ensure our terms of reference reflect these changes.

This Terms of Reference was adopted by the Board on 01/05/2024.