

EASTLAND EQUITY BHD

REMUNERATION COMMITTEE'S TERMS OF REFERENCE

1. Objective

The objective of the Remuneration Committee ("RC") is to establish formal and transparent remuneration procedures for directors and senior management and to review and ensure the remuneration of directors and senior management reflects their level of responsibility, expertise, commitment and performance before recommending their remuneration packages to the Board for approval.

2. Composition

The RC shall be appointed by the Board from among the Directors of the Company and shall comprise exclusively or a majority of non-executive Directors.

The RC shall consist of at least three (3) members.

In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall fill the vacancy appropriately.

3. Quorum

The quorum of the meeting of the RC shall be at least two (2) members, a majority of whom shall be Non-Executive Directors.

4. Chairman

The Chairman of RC shall be a Non-Executive director identified by the Board.

In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members as a Chairman of the meeting.

5. Secretary

The Company Secretary shall act as Secretary of the RC.

6. Meetings and Minutes

- a) The RC shall meet at least annually or as and when there are matters referred to them for consideration or a member may at any time and the Secretary shall on the requisition of a member, summon a meeting of the Committee.
- b) If need arises, issues may be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or

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resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted.

- c) Other Board members, and/or other appropriate officers may attend meetings only upon the invitation of the RC.
- d) Minutes of each meeting shall be circulated to RC members and presented to the Board.
- e) Issues discussed and actions recommended by the RC shall be presented and reported to the Board for decision.

7. Functions

- a) To recommend to the Board the remuneration packages of the executive directors in all its forms, drawing from outside advice as necessary. The remuneration packages should be determined by the Board. Executive directors should play no part in decisions on their own remuneration.
- b) To recommend to the Board the remuneration packages of non-executive directors. The remuneration packages should be determined by the Board as a whole. The directors concerned should abstain from discussion their own remuneration.
- c) To recommend to the Board the remuneration packages/allowances of members of the Board Committees. The remuneration packages should be determined by the Board as a whole. The individuals concerned should abstain from discussion their own remuneration.
- d) To recommend to the Board any performance related pay schemes for executive directors and senior management.
- e) To review and recommend to the Board for approving the executive directors' and senior management's service and employment contracts.
- f) To review and report such other matters as may be delegated by the Board from time to time.
- g) When considering the remuneration packages, the RC will assess if the remuneration package of the executive directors and senior management is aligned to the business strategy, long-term objectives and performance of the Group while the remuneration of other board members reflects their responsibilities, expertise and complexity of the Group's activities.

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8. Access to Advice

The RC is authorized, subject to the approval of the Board, to seek independent professional advice, at the expense of the Company, in carrying out its duties.