

BINTAI KINDEN CORPORATION BERHAD
[199401005191 (290870 P)]
(“BINTAI”)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Authority

- (a) The Remuneration Committee is given the authority to obtain internal/external independent professional advisors as it considers necessary and reasonable to carry out its duties, at the expense of the Company;
- (b) The Board will ensure that the Remuneration Committee has sufficient resources to undertake its duties, including access to the services of the Company Secretary on all Remuneration Committee matters, seek any information it requires from employees, company officers and external parties.
- (c) The Board as a whole determines the remuneration of the Executive and Non-Executive Directors as recommended by the Remuneration Committee. Individual directors abstain from discussion on their own remuneration packages.
- (d) The terms of the Remuneration Committee of Bintai Kinden Corporation Berhad may be amended from time to time as deem fit, subject to the approval of the Board of Directors.

Membership

- (a) Remuneration Committee shall comprise not less than three (3) members with a majority of Non-Executive Directors of whom one shall be independent.
- (b) The Chairman shall be appointed by the Board and in the absence of the Chairman, the members shall elect amongst their members to be a Chairman, whom shall be an Independent Non-Executive Director.
- (c) If the number of members, for whatever reasons, falls below three (3), the Board of Directors shall, within three (3) months of the event, appoints such number of new members as may be required to make up the minimum number of three (3) members.
- (d) The office of a member shall become vacant upon the member’s resignation/retirement/removal or disqualification as a Director of the Company.

Duties and Responsibilities

- (a) Develop and agree on the framework of remuneration policy for Executive, Non-Executive and senior management of the Group with the aim to attract, retain and motivate high calibre individuals required by the Board on long term basis and so structured as to align their interests with those of the Company and its shareholders.
- (b) Review and make recommendations to the Board of Directors the remuneration packages and other terms of employment, taking into account the market rates so as to link rewards to the Group and individual performance, drawing from external advice as necessary.

- (c) To review and recommend to the Board the remuneration packages for Non-Executive Directors based on their experience and degree of responsibilities.
- (d) To review the indemnity and liability insurance policies for Directors and Officers of the Company.
- (e) To carry out its duties in the manner that it deemed expedient, subject always to the regulations or restrictions imposed from time to time with the directions of the Board of Directors.
- (f) Review the on-going appropriateness and relevance of the remuneration policy from time to time.
- (g) To consider and examine such other matters as the Remuneration Committee considers appropriate.

Meetings

- (a) Meetings shall be held at least once a year or as and when deem necessary.
- (b) The Company Secretary shall be the secretary of the Remuneration Committee.
- (c) Any director/management may be invited to attend the meetings called by the Remuneration Committee members.
- (d) Quorum of meeting shall be two (2) members, whom shall be at least one independent director.
- (e) Each member present shall have one (1) vote.
- (f) In the absence of the Chairman, a member shall be elected to chair the meeting.
- (g) The secretary shall minute the proceedings and resolutions of all meetings of the Remuneration Committee.
- (h) Minutes of all Remuneration Committee Meetings shall be confirmed by the Chairman of the aforesaid committee and circulated to the members, and shall be conclusive evidence without any further proof of the facts stated therein.