



Eurospan Holdings Berhad
199501022724 (351927-M)

TERMS OF REFERENCE

REMUNERATION COMMITTEE

Membership

- (i) The members of the Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are Independent Non-Executive Directors.
- (ii) The Chairman of the Committee shall be appointed by the Board.

Secretary

The Secretary of the Company or any other person so appointed by the Committee from time to time shall be the Secretary of the Committee.

Attendance

The Executive Directors and any other person(s) deemed appropriate may be invited to attend meetings to discuss the performance of the Directors and senior management personnel and make proposals as necessary.

Meetings

The Committee shall meet at least once a year. Additional meetings may be held as and when necessary. The meeting of the Committee may be conducted by means of video or telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such meeting signed by the Chairman shall be conclusive evidence of any meeting conducted as aforesaid.

The quorum of a meeting of the Committee shall be at least two members.

All resolutions at a meeting of the Committee shall be passed by a simple majority vote, each member having one vote. A resolution in writing, signed by all the members of the Committee shall be as effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

The minutes of meetings of the Committee shall be circulated to all members of the Board.

Authority

The Committee shall have access to resources and information within the group as deemed appropriate for the discharge of its responsibilities. The Committee may, with the approval of the Board, appoint professional advisers and seek appropriate professional advice in furtherance of its duties.

Duties

- (i) To recommend to the Board of Directors the policy framework and remuneration structure of the Executive and Non-Executive Directors.
- (ii) To review and present recommendations to the Board of Directors regarding the remuneration and conditions of service of the Executive Directors in all its forms including the grant of entitlements under any share schemes.
- (iii) To review superannuation benefits for the Executive Directors of the Company.
- (iv) To review the retirement and termination systems.
- (v) To consider other fringe benefits issues that may arise from time to time.
- (vi) To review indemnity and liability insurance policies for the Directors and Officers of the Company.
- (vii) To seek external advice in drawing up its recommendations where necessary.
- (viii) To ensure that Directors play no part in decisions on their own remuneration.