



Chin Well
HOLDINGS BERHAD
371551-T

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Appointment/Composition :

1. The Remuneration Committee shall be appointed by the Board of Directors.
2. The Remuneration Committee shall comprise of not less than three (3) Non-Executive Directors, a majority of them being independent directors.
3. The Chairman of the Remuneration Committee must be an Independent Director and shall be appointed by the Board of Directors.

Meeting

1. The Remuneration Committee shall meet at least once a year. Other members of the Board, senior management and external consultant may attend the meetings upon invitation of the Committee.
2. The quorum of Remuneration Committee meeting shall be two (2) members.
3. The Company Secretary or the representative of the Company Secretary shall act as the secretary of the Remuneration Committee and shall be responsible to keep minutes and produce the minutes for inspection of any member of the Board and External Auditors of the Company upon request.
4. The Chairman of the Remuneration Committee shall report on each meeting to the Board.

Authorities

1. The Remuneration Committee has full and unrestricted access to information, records, properties and employees of the Company and its subsidiaries.
2. The Remuneration Committee may obtain independent professional advice and expertise if necessary in carrying out their duties.

Functions/Responsibilities

1. To establish and recommend to the Board of Directors a remuneration policies and procedures and such policies are to be reviewed periodically;
2. To review and recommend to the Board of Directors, the remuneration package of Executive Directors and Senior Management. The Executive Directors and Senior Management shall abstain from deliberation and voting on their own remuneration.
3. To review and recommend to the Board of Directors, the remuneration package of Non-Executive Directors for shareholders' approval at the Annual General Meeting. The determination of the remuneration package of Non-Executive Directors (including Non-Executive Chairman) shall be a matter of the Board as a whole. The Non-Executive Directors shall abstain from deliberation and voting on their own remuneration.
4. To consider and recommend to the Board of Directors, other rewards and benefits to attract and retain directors for shareholders' approval at the Annual General Meeting.

Last Updated 24 May 2018