

GEORGE KENT (MALAYSIA) BERHAD

(Company No. 1945-X)

TERMS OF REFERENCE FOR REMUNERATION COMMITTEE

Membership

1. The Committee shall be appointed by the Board of Directors (“the Board”) from amongst the Directors of the Company and shall consist of not less than three members.
2. The members of the Committee shall select a Chairman from among their members.
3. If a member of the Committee resigns, dies or for any other reason ceases to be a member, the Board shall, within three months of that event, appoint a new member as replacement.

Authority

1. The Committee is authorised by the Board to oversee and review the level and composition of Directors’ and Senior Management’s remuneration, taking into account the Group’s desire to attract and retain the right talent to drive the Group’s long-term objective.
2. The Committee is authorised by the Board to obtain other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties and Responsibilities

1. The duties and responsibilities of the Committee are:
 - (i) support the Board in actively overseeing the design and operation of the Company’s remuneration system;
 - (ii) review and recommend to the Board on the remuneration of Non-Executive Directors, particularly on whether the remuneration remains appropriate to each Director’s contribution, by taking into account the level of expertise, commitment and responsibilities undertaken;
 - (iii) review and recommend to the Board on the total individual remuneration package for Executive Directors and Senior Management personnel including, where appropriate, bonuses, and incentive payments within the terms of the agreed remuneration policy and based on individual performance;
 - (iv) oversee the qualitative and quantitative disclosures of remuneration made in the Annual Report and Notice to General Meetings; and
 - (v) provide clarification to Shareholders during general meetings on matters pertaining to the remuneration of Directors and Senior Management as well as the overall remuneration framework of the Company.

Attendance at Meetings

1. Other Board members may attend the meetings at the Committee's invitation.
2. The Group's General Manager – Human Resource shall be the Secretary of the Committee.

Meetings

1. The Committee shall meet at least once in a year or as it decides.
2. The quorum shall be two members present.

Reporting Procedures

The Secretary shall circulate the minutes of Remuneration Committee meetings to all its members.

Date: 19 March 2018