

**MITRAJAYA HOLDINGS BERHAD**  
Company No. 268257-T  
(Incorporated in Malaysia)

**NOMINATION AND REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

**Composition**

The Nomination and Remuneration Committee (“**NRC**”) shall be appointed by the Board of Directors (“**Board**”) from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent.

**Quorum**

Two (2) members shall form a quorum for meetings.

**Chairman**

The members of the NRC shall elect a Chairman from among their number who shall be a Non-Executive Director.

**Secretary**

The Secretary to the NRC shall be the Company Secretary.

**Meeting and Minutes**

1. The NRC shall meet as least once a year or at such other times as the Chairman of the Committee deemed necessary.
2. Minutes of each meeting shall be distributed to each member of the Committee.
3. Questions arising at any meeting of NRC shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the NRC.
4. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
5. The Company Secretary shall be the secretary of the NRC. The Secretary shall maintain minutes of the proceedings of the meetings of the NRC and circulate such minutes to all members of the Board.

## **Duties**

The duties of the NRC shall be:-

- To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- To propose new nominees for appointment to the Board. In making the recommendations, the NRC shall consider the candidates:-
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of Independent Directors, the NRC shall also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors.
- To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- To recommend to the Board, Directors to fill the seats on the Board Committees.
- To review annually the Board's mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board.
- To recommend to the Board for the continuation (or not) in service of Executive Director(s) and Director(s) who are due for retirement by rotation.
- To orientate and educate new Directors as to the nature of the business, current issues within the Company and the corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.
- To recommend the remuneration policy and review the payment of Directors' fees and allowance.

## **Reporting Procedures**

1. The actual decision as to whom shall be appointed to the Board shall be the responsibility of the Board of Directors after considering the recommendations of the NRC.
2. The NRC shall report to the Board of Directors from time to time its recommendations for consideration and implementation.

END OF PAGE

Updated: 5 5 2016