

# UOA DEVELOPMENT BHD. (Company No. 654023-V)

## Nomination and Remuneration Committee

### TERMS OF REFERENCE

<b>Status</b>	The Nomination and Remuneration Committee (NRC) is a committee of the Board of Directors of UOA Development Bhd.
<b>Membership</b>	<ol style="list-style-type: none"><li>1. Independent Non-Executive Chairman</li><li>2. Independent Non-Executive Director</li><li>3. Non Independent Non-Executive Director</li></ol>
<b>Rotation of Chairman</b>	The position of the Chairman of the NRC shall be rotated once every three (3) years. If a member who is supposed to be appointed as the Chairman of the NRC declines the post, then the next member on the rotation list shall be offered the post.
<b>Primary Purpose</b>	<p>The NRC is responsible for recommending to the Board of approval of the following appointments: -</p> <ol style="list-style-type: none"><li>1. Members of the Board,</li><li>2. Members of the Board Committees; and</li><li>3. Chief Executive Officer (CEO).</li></ol> <p>The NRC will review and recommend to the Board the remuneration packages for the Executive Directors.</p> <p>The NRC is responsible for reviewing and recommending to the Board the appointment of the Group's key management personnel as may be determined by the NRC from time to time in conjunction with the Managing Director and other Board members.</p>
<b>Responsibilities</b>	<p>Specific responsibilities in relation to nomination matters include, to:-</p> <p>Formulate the nomination, selection and succession policies for the members of the Board, Board Committees, CEO, and the Group's key management personnel in conjunction with the Managing Director.</p> <p>Make recommendations to the Board on new candidates for appointment and re-election to the Board in concert with major shareholders.</p> <p>Make recommendations to the Board for appointments to fill casual vacancies.</p> <p>Conduct reviews to determine whether a director can continue to be independent in character and judgement, and also to take into account the need for progressive refreshing of the Board.</p> <p>Develop and recommend to the Board action plan for improvement on areas identified in the Board effectiveness evaluation, where applicable.</p> <p>Review the required mix of skills, experience and other qualities of the Board annually.</p>

**Responsibilities (cont)**

Review and recommend to the Board on the appointment of members of Board Committees established by the Board.

Ensure that appropriate orientation and education programmes are provided for new members of the Board.

Review the directors' continuing education programmes and their compliances with same.

Recommend the engagement of external professional advisors to assist and/or advise the NRC, on selection and succession policy matters, if deemed necessary.

Establish a set of quantitative and qualitative performance criteria to evaluate the performance of each member of the Board and vest in the CEO the responsibility to carry out this function in relation to the performance of key management personnel and consultants.

Review the performance of the Non Executive members of the Board.

Review and approve the performance of the Chief Internal Auditor (based on recommendation by Audit Committee).

Specific responsibilities in relation to remuneration matters include, to: -

Formulate or review the remuneration policies and remuneration for the Executive members of the Board, Board Committees and recommend to the Board for approval.

Review and recommend the remuneration package of Internal Auditor manager to ensure that the compensation offered is appropriate with the responsibilities, in line with market practice and the Group's compensation policy.

Review and recommend the annual salary increment, performance bonus, and long term incentives in respect of each financial year in conjunction with CEO.

Review the Group's compensation policy and ensure alignment of compensation to corporate performance, and compensation offered in line with market practice in similar industries.

Recommend the engagement of external professional advisors to assist and/or advise the NRC, on remuneration matters, where necessary.

**Authority**

The NRC shall have the authority to make decisions on matters which fall within the purpose and responsibilities of the NRC.

**Meetings**

The NRC shall meet two (2) times each year and at such other time(s) as it deems necessary to fulfill its responsibilities.

The Quorum for the NRC shall be two (2), the majority of members present must be independent directors.

Each member of the NRC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NRC. In the event of an equality of votes, the Chairman of the NRC shall be entitled to a second or casting vote.

**Communication to the Board**

The Minutes of each NRC meeting shall be tabled to the Board for notation.

The NRC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.

The NRC shall also prepare a report on the effectiveness of the Board as a whole and the individual performance of each Director.

**Secretariat**

The Company Secretary shall be the secretary of the NRC.

The Company Secretary shall be responsible for preparation of agenda in consultation with the Chairman, and distribution to all the members the papers to be deliberated at the meeting.

**Appointment Process**

Bi-Annual review and re-appointment by the Board of Directors.