

## **ORIENTAL INTEREST BERHAD (272144M)**

### **TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

#### **Composition**

- The Board of Directors of the Company (the Board”) shall appoint members to the Committee from amongst its members.
- The Committee shall consist of at least three (3) members.
- Membership of the Committee shall comprise wholly or mainly of Non-executive Directors.
- Chairman of the Committee shall be a Non-executive Director appointed by the Board.
- The quorum necessary for a meeting of the Committee shall be two (2) members.
- In the event that a member of the Committee retires, resigns or ceases to be a member, for any other reason, resulting in non-compliance of the terms prescribed; the Board shall, within three (3) months of that event, appoint such number of members as may be necessary to fulfil the requirements.

#### **Meeting, Secretary and Reporting Procedure**

- The Committee shall meet whenever there is a need arises for the Committee to perform its function, but shall not be less than twice a year.
- The Committee may invite the Chief Executive / Senior Executives, who are not members of the Committee deemed necessary to be in attendance at any particular meeting of the Committee to assist it in its deliberation.
- All matters arising from meetings of the Committee shall be determined by a majority of votes. In the event of an equality of votes, the Chairman shall have a casting vote.
- At least seven (7) days notice must be served for any meeting to be convened.
- The Company Secretary shall be the Secretary to the Committee.
- The Secretary shall keep minutes of all meetings of the Committee and circulate them to every member of the Board.

#### **Advisers**

- The Committee is authorised by the Board to seek appropriate professional advice from outside the Group as and when it considers this is necessary to discharge its duties.
- Cost incurred in obtaining services of the professional advisors will be borne by the Company.

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**Duties**

- The duties of the Committee shall be recommending to the Board on remuneration of the Executive Directors in all its forms, which may include the following: -
  - Reviewing proposed share option schemes.
  - Appraise performance of each individual Executive Director in proposing salary increment as well as annual bonus.
  - Considering and reviewing fringe benefits issues.Executive Directors sitting in the Committee shall play no part in decisions on their own remuneration packages.
- The determination of remuneration packages of Non-executive Directors, including that of Non-executive Chairman of the Board shall be a matter for the Board as a whole.
- Evaluating different remuneration methods and philosophies as well conducting studies of current industry practice.