



**TERMS OF REFERENCE
REMUNERATION COMMITTEE**

COMPOSITION

Members

The members of the Committee shall comprise wholly or ~~mainly~~ majority of Non-Executive Directors and number at least 3 in total.

Chairman

The Chairman of the Committee shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director appointed by the Board.

Secretary

The Secretary of the Committee shall be the Company Secretary or their nominee or any other person so appointed by the Committee from time to time.

MEETINGS

Notice

The Secretary, in conjunction with the Chairman, shall draw up an agenda, which shall be circulated together with the relevant support papers, at least five (5) business days prior to each meeting to the members of the Committee.

Attendance

The Executive Directors and Head of Human Resources may be invited to attend meetings to discuss the performance of the Executive Directors and Senior Management and make proposals, provide advice and to assist in resolving and clarifying any matters raised specific to the agenda of the meetings.

Frequency of Meetings

The Committee shall meet as and when is required upon request by the Chairman or any other members, provided that the Committee shall meet at least once a year. Additional meetings may be held as and when necessary.

Quorum

The quorum of the Committee shall be at least two members.

Minutes of Meetings

The Company Secretary shall cause minutes to be duly entered into the books for the purpose of all resolutions and proceedings of the meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

The confirmed minutes of meetings of the Committee shall be circulated to all members of the Board.

Resolutions in Writing

A resolution in writing, signed by a majority of the Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee.

Voting

Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Committee shall have a second or casting vote.

TERMS OF OFFICE

Retirement and Resignation

In the event of any vacancy in the Committee resulting in non-compliance of the composition of Members under the Terms of Reference of the Committee, the Board of Directors shall within three (3) months of the vacancy, appoint such new Member(s) to comply with the composition of Members.

ADVISERS

The Committee is authorised by the Board to appoint professional advisers and to seek appropriate professional advice inside and outside the group as and when it considers this necessary with prior consultation of the Group Chief Executive Officer in relation to the quantum of fees to be incurred.

FUNCTIONS AND RESPONSIBILITIES

- (i) To recommend to the Board of Directors the policy framework and remuneration structure of the Executive, Non-Executive Directors and Senior Management;
- (ii) To review and present recommendations to the Board of Directors regarding the remuneration and conditions of service of the Executive Directors and Senior Management, in all its forms including the grant of entitlements under any share schemes;

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- (iii) To review superannuation benefits for the Executive Directors of the Company;
- (iv) To review the retirement and termination systems;
- (v) To consider other fringe benefits issues that may arise from time to time;
- (vi) To seek external advice in drawing up its recommendations where necessary;
- (vii) To ensure that Directors play no part in the decisions on their own remuneration.
- (viii) To ensure the details of the remuneration of each Director are disclosed in the Annual Report on named basis.
- (ix) To carry out relevant functions or assignment as may be defined/agreed to by the Committee and the Board from time to time.