

C.I. HOLDINGS BERHAD

(Company No. 37918-A)

(Incorporated in Malaysia)

TERMS OF REFERENCE FOR REMUNERATION COMMITTEE

1. Composition

The Remuneration Committee shall be appointed by the Board from amongst its directors and shall consist of not less than three (3) members in numbers. All members of the Remuneration Committee must be non-executive directors, a majority of whom shall be independent directors.

No alternate director is appointed as a member of the Remuneration Committee.

In the event of any vacancy in the Remuneration Committee resulting in the number of members reduced to below three (3), the Board shall within three (3) months appoint a new member to fill the vacancy.

2. Chairman

The members of the Remuneration Committee shall elect a Chairman from among their members who shall be an independent non-executive director.

3. Quorum

The quorum of the Remuneration Committee meeting shall not be less than two (2), the majority of whom shall be independent non-executive directors.

4. Meeting

- (a) The Remuneration Committee shall have at least one (1) meeting in a financial year and such additional meetings as the Chairman shall decide in order to fulfil its duties;
- (b) The Remuneration Committee meeting shall be chaired by the Chairman; or in his absence, another member who is an independent non-executive director nominated by the Remuneration Committee;
- (c) The Company Secretary shall act as Secretary of the Remuneration Committee and shall be responsible, with the concurrence of the Chairman, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to members prior to each meeting;
- (d) The Secretary of the Remuneration Committee shall be entrusted to record all proceedings of meetings;

- (e) The Remuneration Committee may invite any Board member or any member of the senior management within the Company or the Group to attend any particular Remuneration Committee meeting.

5. Voting and Proceedings of Meeting

The decision of the Remuneration Committee shall be by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. Provided that where two (2) members form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question in issue, the Chairman shall not have a casting vote.

Circular resolutions signed by all the members shall be valid and effective as if it had been passed at a meeting of the Remuneration Committee.

6. Minutes

- (a) The Remuneration Committee shall cause minutes to be duly recorded and entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Remuneration 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.
- (b) Minutes of the Remuneration Committee meetings will be made available to all Board members. A summary of significant matters of each meeting of the Remuneration Committee and resolutions (if any) will be reported to the Board by the Chairman of the Remuneration Committee.
- (c) The books containing the minutes of proceedings of any meeting of the Remuneration Committee shall be kept by the Company at the registered office of the Company, and shall be opened for the inspection of any member of the Remuneration Committee and the Board.

7. Scope of Authority

The Remuneration Committee shall report to the full Board from time to time, its recommendation for consideration and implementation. The final decision shall be the responsibility of the Board.

8. Duties and Responsibilities

- (a) To review and make recommendations to the Board:
- the remuneration packages of the executive directors and senior management of the Company, after taking into account all relevant factors to ensure that the executive directors and senior management are adequately incentivised and remunerated to encourage enhanced performance.
 - the level of fees and benefits for non-executive directors. The fees and benefits should reflect the experience and level of responsibilities undertaken by the non-executive directors.
- (b) To constantly review the ongoing appropriateness and relevance of the remuneration package.
- (c) Within the terms of the agreed policy and in consultation with the Chairman, to determine the total individual remuneration package of each executive director and senior management including bonuses and yearly increment.

Members of the Remuneration Committee shall not participate or be involved in the deliberations or discussions of their own remuneration.

9. Review of the Terms of Reference

The Remuneration Committee shall recommend any change to its Terms of Reference in such manner as the Remuneration Committee deems appropriate to the Board for approval. The Terms of Reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Main Market Listing Requirements or any regulatory requirement. It shall also be reviewed and updated when there are changes to the direction or strategies of the Company that may affect the Remuneration Committee's role.