

EASTLAND EQUITY BERHAD

REMUNERATION COMMITTEE TERMS OF REFERENCE

1.0 Objective

The objective of the Remuneration Committee (“RC”) is to develop and administer a fair and transparent policy to determine remuneration of directors and senior management based on their merit, qualification and competency, while taking into consideration the company’s operating results, individual performance and comparable market statistics.

2.0 Composition

The Committee should consist of at least three (3) members comprising of non-executive directors and majority of them must be Independent Directors.

3.0 Quorum

The quorum of the meeting of the RC shall be at least two (2) members.

4.0 Chairman

The Chairman of RC shall be an Independent Non-Executive director identified by the Board.

In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members as a Chairman of the meeting.

5.0 Secretary

The Company Secretary shall be the Secretary of the RC.

6.0 Meetings and Minutes

- a) The RC shall meet at least annually or as and when there are matters referred to them for consideration. The Secretary shall on the request of any member, summon for a meeting.

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- b) If need arises, issues may be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted.
- c) Other Board members, and/or other officers may only attend meetings upon the invitation of the RC.
- d) Minutes of each meeting shall be circulated to the RC members and presented to the Board.
- e) Issues discussed and actions recommended by the RC shall be presented and reported to the Board for decision.

7.0 Functions

RC shall in consideration of the Board's remuneration policy review and recommend to the Board:

- a) the remuneration packages of all Board members and key senior management in all its forms, drawing from outside advice as necessary;
- b) the remuneration packages and allowances of members of the Board Committees;
- c) such other matters as may be delegated by the Board from time to time.

8.0 Access to Advice

Subject to the approval of the Board, The RC may seek independent professional advice to review the remuneration of the Board and Senior Management at the expense of the Company.