

**EURO HOLDINGS BERHAD (646559-T)**  
**TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

**Membership**

The Remuneration Committee shall be appointed by the Board from among the Directors of the Company and shall consist of a minimum of three (3) members, a majority of whom must be Non-Executive Directors.

**Chairman**

The members of the Remuneration Committee shall elect the Chairman from among their members who shall be an independent and Non-Executive Director.

**Secretary**

The Company Secretary or a nominee shall act as secretary of the Remuneration Committee.

**Quorum**

There should be at least two or half of the Remuneration Committee, whichever is the higher, of which the members present must be a majority of Independent Non-Executive Directors.

**Frequency of Meetings**

The Remuneration Committee shall meet at minimum once in a financial year, and hold additional meetings as and when necessary.

**Notice of Meetings**

The Secretary of the Remuneration Committee shall call for a meeting, at the request of the Committee Chairman. Notice of each meeting confirming the venue, time and date, together with an agenda of items and supporting papers to be discussed, shall be forwarded to each member of the Remuneration Committee, no later than five (5) working days before the date of the meeting.

**Minutes of Meetings**

The Secretary of the Remuneration Committee shall minute the proceedings and resolutions, including the names of all attendees. Draft minutes of committee meetings shall be circulated to all members of the Remuneration Committee. Once approved, minutes shall be circulated to all other members of the Board, unless a conflict of interest exists.

**Authority**

The Remuneration Committee shall have access to resources and information as deemed appropriate for the discharge of its responsibilities, including obtaining independent professional advice at the company's expense and periodic review of its terms of reference against its performance.

**Duties and Functions**

- a. Determine and recommend the general remuneration policy for directors, senior and key officers of the Board, namely Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.
- b. Review the performance and recommend the annual total remuneration packages of individual Executive Directors, Chief Executive Officer, Chief Financial Officer and Chief Operating Officer to the Board for approval.
- c. Determine and set performance measures for incentive plans.
- d. Review and recommend remuneration of Non-Executive Directors to the Board for approval.
- e. Individual director concerned shall abstain from discussion of his/her own remuneration.