

LANDMARKS

LANDMARKS BERHAD
(185202-H)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. Objective

The objective of the Remuneration Committee is to assist the Board of Directors ("Board") in assessing the remuneration of the executive directors, non-executive directors and senior management.

2. Composition

There shall be at least three (3) members of the Committee who shall comprise non-executive directors.

The majority of the members of the Committee shall comprise independent directors.

3. Chairman

The Chairman of the Committee shall be appointed by the Board.

4. Secretary

The Company Secretary shall be the Secretary of the Committee.

5. Meetings

The Remuneration Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit. Meetings of the Committee shall be held at least once a year or more frequently as the Committee deems necessary. Participation at meetings of the Committee by any member may be via instantaneous telecommunication device, with or without visual capacity.

The Secretary shall on the requisition of any member of the Remuneration Committee summon a meeting of the Committee. Except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing.

In the absence of the Chairman, the members shall elect from amongst themselves the Chairman for the meeting.

A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

6. Quorum

The quorum for a meeting of the Committee shall be two (2) members.

7. Duties and Responsibilities

The duties and responsibilities of the Committee are:

- to establish, review, assess and recommend to the Board the remuneration policies of the Directors and senior management in all forms including salaries, fees, bonuses, allowances and benefits;
- to review and recommend the annual fees for Non-Executive Directors, and the annual salary increments and bonuses of Executive Directors, senior management and staff of the Group;
- to be responsible to implement and administer the Landmarks Employees' Share Option Scheme ("Scheme") in accordance with the By-Laws of the Scheme and in such manner as it shall in its discretion deem fit and within such powers and duties as are conferred upon it by the By-Laws and the Board; and
- to consider and examine such other matters relating to remuneration and rewards, as the Remuneration Committee considers appropriate or as may be determined by the Board.

8. Minutes

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