

COCOALAND HOLDINGS BERHAD (Company No. 516019-H)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR REMUNERATION COMMITTEE

The terms of reference are as follows:

Composition

The Remuneration Committee shall be appointed from amongst the Board and shall: -

1. Comprise no fewer than three (3) members; and
2. Comprise a majority of non-executive directors.

Duties

1. To recommend to and advise the Board of Directors the remuneration and terms of conditions (and where appropriate, severance payments) of the Executive Directors.
2. To establish a formal and transparent procedure for developing policy on remuneration packages of individual directors, taking into consideration the following:
 - In case of executive directors, the component parts of remuneration should be structured so as to link rewards to corporate and individual performance.
 - In the case of non-executive directors, the level of remuneration should reflect the experience and level of responsibility undertaken by the non-executive concerned.
3. Where possible, and to allow it to meet its duties, the Remuneration Committee should seek comparative information on remuneration and conditions of service in comparable organizations.
4. When considering severance payments, the Remuneration Committee should bear in mind that it must represent the public interest and avoid any inappropriate use of public funds. Care should be taken to avoid determining a severance package that public opinion might deem to be excessive.
5. To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.

Meetings

1. The Remuneration Committee shall meet at least once a year or as and when required, and report to the Board of Directors after each meeting.
2. The quorum for a meeting shall be two (2) members.