



**TH PLANTATIONS BERHAD
(12696-M)**

**TERMS OF REFERENCE OF
THE NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**



1. COMPOSITION

- 1.1 The Committee shall be appointed by the Board from among the Directors of the Company.
- 1.2 The Committee shall consist of at least three (3) members and shall comprise exclusively of Non-Executive Directors, a majority of whom are independent.
- 1.3 The Chairman of the Committee shall be appointed by the Board.

2. QUORUM

Two (2) members shall form a quorum for a meeting of the Committee provided that the majority of members present must be Independent Directors.

3. SECRETARY

The Company Secretary shall act as the Secretary of the Committee.

4. MEETINGS AND MINUTES

- 4.1 The Committee shall meet at least once a year or at such other times as the Chairman of the Committee deem necessary.
- 4.2 The Secretary shall be responsible, with the concurrence of the Chairman, for drawing up and circulating the agenda not less than five (5) days prior to the meeting.
- 4.3 In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.
- 4.4 Minutes of each meeting shall be distributed to each member of the Board.



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

5. FUNCTIONS AND RESPONSIBILITIES

The functions and responsibilities of the Committee are as follows:

5.1 Nomination

- a. To review regularly the Board's structure, size and composition and make recommendations to the Board on any adjustments that are deemed necessary;
- b. To identify and propose to the Board suitable candidates to act as Directors of the Company;
- c. To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director;
- d. To consider and recommend to the Board, candidates for all directorships to be filled in the Company and its Group;
- e. To evaluate and recommend to the Board, Directors to fill the seats on the Board Committees;
- f. To consider, in making its recommendations, candidates for directorship who are proposed by the Chief Executive Officer and, within the bounds of practicability by any other senior executive or any Director or shareholder;
- g. To recommend to the Board for the continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation;
- h. To review the Board's mix of skills, experience and other qualities including core competencies which non-executive directors should bring to the Board on an annual basis;



- i. To orientate and educate new directors on the nature of the business, current issues within the Company, corporate strategies, expectations of the Company concerning inputs from directors and their general responsibilities;
- j. To review and recommend promotions, extensions of contracts, creation of new posts and all other related matters with regard to the senior management of the Company and its Group; and
- k. Such other functions as may be delegated by the Board from time to time.

5.2 Remuneration

- a. To recommend to the Board the remuneration framework for Executive Director as well as the remuneration package for each Executive Director (if applicable), based on the Company's Scheme of Service;
- b. To recommend to the Board the allowance and benefits of Non-Executive Directors;
- c. To recommend to the Board the seating allowance of the Directors and Committee members;
- d. To recommend to the Board any review on the Company's Scheme of Service, whenever deemed necessary and appropriate; and
- e. To recommend to the Board the remuneration framework and the remuneration package, allowances, bonus etc. for senior management personnel based on the Company's Scheme of Service.



6. STRUCTURE AND PROCEDURES

- 6.1 The actual decision as to who shall be appointed to the Board shall be the responsibility of the Board after considering the recommendations made by the Committee.
- 6.2 The Chief Executive Officer/Executive Director does not participate in discussions pertaining to his own remuneration.
- 6.3 The determination of remuneration packages of Non-Executive Directors, including the Non-Executive Chairman shall be a matter to be considered by the Board as a whole and thereafter to be put forth to the shareholders for approval.

7. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Committee Members which shall consist of the signatures of at least two (2) Independent Directors shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

8. ACCESS TO ADVICE

In the furtherance of their duties as Committee members of the Company, there shall be an agreed procedure for the members, whether as a full committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.