



TERMS OF REFERENCE
REMUNERATION COMMITTEE

GREENYIELD BERHAD

(Company No. 582216 T)

REMUNERATION COMMITTEE

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1. MEMBERSHIP

The members of the Committee shall comprise wholly or mainly of Non-Executive Directors and number at least two (2) in total.

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

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

2. ATTENDANCE

The Group Managing Director/ Group Chief Executive Officer and the senior management staff may be invited to attend meetings.

The Committee may appoint external consultants to aid the Committee in the discharge of its duties.

3. FREQUENCY OF MEETINGS

Meetings shall be held not less than once a year.

4. ADVISERS

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the group at the Company's expense, as and when it considers this necessary.

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5. DUTIES

The duties of the Committee shall be:-

- to review at least once a year and recommend to the Board the overall remuneration policy for Directors, Group Managing Director/ Group Chief Executive Officer and key senior management officers to ensure that rewards are commensurate with their contributions to the Company's growth and profitability; and that the remuneration policy supports the Company's objectives and shareholder value and in consistent with the Company's culture and strategy;
- to review at least once a year the performance of the Executive Directors and the Group Managing Director/ Group Chief Executive Officer and recommend to the Board specific adjustments in remuneration and/or reward payments if any reflecting their contributions for the year; and which are competitive and consistent with the Company's objectives, culture and strategy;
- to ensure that the level of remuneration for Non-Executive Directors and Independent Directors are linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;
- to include the determination of the remuneration packages of the key senior management officers in subsidiaries of the Company.

6. MINUTES

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