



LANDMARKS BERHAD
(185202-H)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1.0 Objectives

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

2.0 Composition of members

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

3.0 Chairman

- 3.1 The Chairman of the Committee shall be a non-executive director appointed by the Board.

4.0 Secretary

- 4.1 The Secretary of the Company shall be the Secretary of the Committee.

5.0 Meetings

- 5.1 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.
- 5.2 The Secretary shall on the requisition of the members of the Remuneration Committee summon a meeting of the Remuneration Committee. Except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing.

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

6.0 Quorum

6.1 The quorum of the Committee shall be two (2) members who are non-executive directors.

7.0 Duties

The duties of the Committee shall be:

7.1 To review, assess and recommend to the Board the remuneration packages of the Directors and senior management in all forms including bonuses, allowances and expenses;

7.2 Ensure the levels of remuneration be sufficiently attractive and be able to retain Directors and senior management needed to manage the Company successfully; and

7.3 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.

8.0 Minutes

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