



**BOUSTEAD PLANTATIONS BERHAD**  
(1245-M)

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**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

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(as at 27 February 2018)

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**STATUS**

The Remuneration Committee (“RC”) is a committee of the Board of Directors (“the Board”) of Boustead Plantations Berhad (“Boustead Plantations” or “the Company”).

**COMPOSITION**

1. The RC members shall be appointed by the Board from amongst the Directors of the Company, a majority of whom are Non-Executive Directors.
2. The RC shall have at least three (3) members.
3. Members of the RC may relinquish their membership in the RC with prior written notice to the Chairman of the Board, the Company Secretary or the Board of Directors, and he may continue to serve as a Director of the Company.

**QUORUM**

Two (2) members shall form a quorum for meetings.

**CHAIRMAN**

The Chairman shall be a Non-Executive Director.

**SECRETARY**

The Company Secretary or any other person appointed by the RC shall be the Secretary of the RC.

**MEETINGS AND MINUTES**

1. The RC shall meet at least once a year and at such other times as it deems necessary.
2. The Minutes of each meeting shall be tabled to the Board for notation.

**CIRCULAR RESOLUTION**

A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the RC. All such resolutions shall be forwarded to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions “in writing” or “signed” include approval by legible confirmed transmission by facsimile, telegram or other forms of electronic communication.

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**DUTIES AND RESPONSIBILITIES**

1. To establish formal and transparent remuneration policies and procedures to attract and retain Directors and Senior Management.
2. To review the remuneration policies and procedures for Directors and Senior Management, periodically.
3. To review and recommend to the Board, the level of remuneration of Non-Executive Directors, to reflect the experience and level of responsibilities undertaken.
4. To review the remuneration level of the Non-Executive Directors once in four (4) years. Notwithstanding this, the remuneration level of the Directors may be reviewed from time to time, as may be determined by the Board.
5. To review the level of remuneration of the Chief Executive Officer and Senior Management from time to time, as may be determined by the RC.
6. To evaluate and review the performance for the Chief Executive Officer and Senior Management as measured against the goals and objectives of the Company and to make appropriate remuneration recommendations to the Board.