

Lien Hoe Corporation Berhad (Registration No. 196901000161 (8507-X))

Terms of Reference of Remuneration Committee

Composition

The Remuneration Committee should only consist of non-executive directors and majority of them must be independent directors, drawing advice from experts, if necessary.

The Directors do not participate in decisions on their own remuneration.

Directors who are shareholders shall abstain from voting at general meetings to approve their fees.

Responsibilities of the Remuneration Committee

The Remuneration Committee assumes the following responsibilities:-

- i. to review and recommend to the Board of Directors ("the Board") the remuneration of the Directors and Senior Management, as guided by the Remuneration Policy of the Company; and
- ii. to carry out such other functions or assignments as may be delegated by the Board from time to time in the area of directors and/or senior executive remuneration.

Meetings

The Remuneration Committee shall meet as and when is necessary. The meetings and proceedings of the Remuneration Committee are governed by the provisions of the Company's Constitution.

Secretaries

The Company Secretaries shall be the Secretaries of the Remuneration Committee and, with the concurrence of the Chairman, to draw up and circulate the notice of meeting inclusive agenda prior to a meeting.

Circular Resolution

A resolution in writing, signed by a majority of the Remuneration Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Remuneration Committee, shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Remuneration Committee.

This Terms of Reference is revised, approved and adopted by the Board on 30 March 2018.

The terms of reference of the Remuneration Committee and Remuneration Policy are also available for reference in the Company's website at www.lienhoe.com.my