



**HCK CAPITAL GROUP BERHAD**  
**(484964-H)**

**TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

**(1) Membership**

The Committee shall be appointed by the Board from among the Directors of the Company and shall consist of at least 3 Directors, a majority of whom are non-executive directors.

**(2) Quorum**

The quorum in respect of a meeting of the Committee shall be at least 2 members present composed of wholly or a majority of whom must be non-executive directors.

**(3) Chairman**

The Board or the members of the Committee shall elect a Chairman from among their members who shall be a non-executive director. 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) Secretary**

The Company Secretary shall be the Secretary of the Committee.

**(5) Meetings**

- (i) The Committee will meet at least once a year. Additional meetings may be called at any time, at the discretion of the Chairman of the Committee or when necessary.
- (ii) Minutes of each meeting of the Committee shall be distributed to all members of the Board.
- (iii) Questions arising at the meeting 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 except where at the meeting only 2 members (including the Chairman) form the quorum.
- (iv) Where necessary and appropriate, any decision of the Committee can be taken up by way of a resolution in writing.

**(6) Authority**

- (i) The Committee is authorized to draw outside advice as and when necessary in forming its recommendation to the Board on the remuneration of the executive directors in all its forms. Executive directors should play no part in decisions on their own remuneration and should abstain from discussion of their own remuneration.
- (iii) The determination of the remuneration packages of the non-executive directors, should be a matter for the Board as a whole. The individuals concerned should abstain from discussion of their own remuneration.

**(7) Duties and Responsibilities**

The duties and responsibilities of the Committee include –

- (i) Recommend to the Board the structure and level of remuneration of Executive Directors; and
- (ii) Such other matters as the Board may from time to time determine.

**(8) Reporting Procedure**

The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.