

M K LAND HOLDINGS BERHAD
Registration No. (197801003984) (40970-H)
("the Company")

TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

1. PURPOSE

- 1.1 The Nomination and Remuneration Committee ("NRC" or the "Committee") of M K Land Holdings Berhad (the "Company") was formed by the Board of Directors ("Board") with its purpose to assist the Board in the effective discharge of specific responsibilities for corporate governance in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance.

2. MEMBERSHIP

- 2.1 Members of the Nomination and Remuneration Committee ("the Committee") shall be appointed by the board of directors of the Company ("the Board") amongst its directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors.
- 2.2 The Chairman of the Board must not be a member of the Committee.
- 2.3 Where the members of the Committee for any reason are reduced to less than three (3), the Board shall, based on the recommendation of the Nomination and Remuneration Committee, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. CHAIRMAN

- 3.1 The Chairman of the Committee shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.
- 3.2 In the absence of the Chairman of the Committee, the other members of the Committee shall amongst themselves elect a Chairman who must be an Independent Non-Executive Director.

4. SECRETARY

The Company Secretary shall be the Secretary of the Committee.

5. QUORUM AND MEETING PROCEDURES

- 5.1 The Committee shall meet at least once a year or as and when the Committee deems necessary to fulfil its responsibilities.
- 5.2 If any member is unable to be physically present, he/she may choose to participate by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with

each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.

5.3 The quorum for the meeting shall be two (2) members.

5.4 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior each meeting to the members of the Committee.

5.5 The Committee may, as and when deemed necessary, invite any Board members or any member of Management or consultants, who the Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.

5.6 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes. In the event of an equality of votes, the Chairman has the casting vote, except where two (2) members form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue shall not have a casting vote.

5.7 A member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.

6. MINUTES

6.1 The Company shall cause minutes of all proceedings of the Committee meeting to be entered in books for that purpose. Minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.

6.2 Minutes shall be kept by the Company at the registered office of the Company and shall be open for inspection by any Committee member or Board member.

6.3 The minutes of each Committee meeting shall be distributed to the Board members for notation.

7. CIRCULAR RESOLUTION

7.1 A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

7.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which include a signature of the said Committee member.

8. REPORTING

The Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

9. AUTHORITY

9.1 The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:-

- (a) have the resources which are required to perform its duties;
- (b) have full and unrestricted access to all information and documents within the Company and its subsidiaries ("the Group") to perform its duties;
- (c) obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary; and
- (d) seek input from management on remuneration policies, but no individual should be directly involved in deciding their own remuneration.

10. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:-

Nomination Committee

- 10.1 Develop and review policies and procedures governing the composition for effective and efficient functioning of the Board having regard to the mix of skills, knowledge, diverse experience, diversity (including gender diversity), background, integrity, competence, time commitment and independence in order to meet the operational objectives, strategic goals and business requirements of the Company and its subsidiaries ("Group").
- 10.2 To formalise a formal and objective evaluation process for appointment, review and assessment of the Group Chief Executive Director, Group Chief Operating Officer, Deputy Chief Operating Officer, Group Chief Financial Officer and other Board Appointed employee ("Key Management") of the Group including, taking into consideration the Company's performances in managing material sustainability risks and opportunities, who will also serve as a talent pipeline for board candidacy, based on objective criteria, merit and with regard for diversity in skills, experience, age, cultural background and gender diversity.
- 10.3 Recommend to the Board on nomination and election of candidates for directorship on the Board and Board Committees and on the re-appointment and re-election of existing Directors to the Board.

- 10.4 Review the tenure of each director and ensure that the annual re-election of a director is based on satisfactory evaluation of the director's performance and contribution to the Board.
- 10.5 Conduct the fit and proper assessment prior to the appointment of any candidate as a director or making recommendation for re-election of an existing director.
- 10.6 Ensure the Board meets the requirement for women directors and to review the participation of women in senior management to ensure there is gender equality and healthy mix in talent pipeline.
- 10.7 To establish and undertake a formal and transparent process for nomination and appointment of Key Management together with the criteria used for the selection.
- 10.8 Review and assess the contribution, effectiveness and performance of individual directors, Key Management including, taking into consideration the Company's performances in managing material sustainability risks and opportunities, as well as the effectiveness of the Board and its Committees annually.
- 10.9 Review and assess the criteria for assessment of independence for Independent Directors ("IDs") annually.
- 10.10 Develop and review policies and procedures governing IDs to ensure Board composition support objective and independent deliberation, review and decision-making, allowing for more effective oversight of management.
- 10.11 Review Board and Key Management succession plans and overseeing the development of a diverse pipeline for Board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer.
- 10.12 Consider and recommend to the Board for approval, the appropriate size of the Board and Board Committees to facilitate effective decision making after taking into consideration the scope and nature of the operations of the Group.
- 10.13 Facilitate Board induction programme for newly appointed directors.
- 10.14 Identify suitable educational and training programmes for continuous development of directors to ensure the directors keep abreast with development in the industry, regulatory changes and board business trends.
- 10.15 Review and recommend to the Board, the development and implementation of the relevant policies and procedures on nomination related matters concerning the Group.
- 10.16 Review annually the term of office, effectiveness and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference.
- 10.17 Consider and examine such matters as the Committee considers appropriate.

Remuneration Committee

- 10.18 Review Group's policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of directors and Key Management, and recommend to the Board for approval.
- 10.19 In determining the remuneration packages of directors and Key Management, the Committee should take into consideration the following:
- (a) technical competency, skills, expertise and experience;
 - (b) qualification and professionalism;
 - (c) integrity;
 - (d) roles and responsibilities;
 - (e) company's performance in managing material sustainability risks and opportunities; and
 - (f) aligned with the business and risks strategies, and long-term objectives of the Group.
- 10.20 Review remuneration packages of directors, Key Management, having regard to the Group's operating results, individual performance and comparable market statistics and recommend to the Board for approval.
- 10.21 Review compensation policy of directors and Key Management, and ensure the compensations offered are in line with market practice.
- 10.22 Ensure fees and benefits payable to directors, and any compensation for loss of employment of Executive Directors are approved by shareholders at General Meetings.
- 10.23 Oversee any major changes in employee remuneration and benefit structures throughout the Group.
- 10.24 Recommend to the Board any performance related pay schemes for the Company or Group.
- 10.25 Recommend to the Board on the appointment of experts or consultants, where necessary to fulfil its responsibilities.
- 10.26 To carry out other responsibilities, functions or assignments as may be agreed by the Board from time to time.

11. REVIEW OF THE WRITTEN TERMS OF REFERENCE

- 11.1 Any amendments to these term of reference shall be approved by the Board. These terms of reference will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Committee's responsibilities.
- 11.2 The written terms of reference will be made to public on the Company's website.