

JOE HOLDING BERHAD

(Company No. 493897-V) (Incorporated in Malaysia)

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose

The primary objective of the Remuneration Committee (as a standing committee of the Board) is to assist the Board in developing and establishing competitive remuneration policies and packages.

Composition

The Remuneration Committee shall be appointed by the Board from amongst their number and shall comprise wholly or mainly non-executive directors.

Reporting Responsibilities

The Remuneration Committee will report to the Board the nature and extent of the functions perform by it and may make such recommendations to the Board as it may think fit.

Frequency of Meetings

The Committee will meet as frequently as the members shall decide, with due notice of issues to be discussed and should record its conclusions whilst discharging its duties and responsibilities.

Quorum

The quorum for a meeting shall be at least two (2) members present.

Duties

The duties of the Remuneration Committee shall include the following:-

1. To review the annual remuneration packages and benefits extended to the executive members of the Board, taking into account the performance of each individual as well as corporate performance and ensuring that the level of remuneration commensurate with the market, the experience and the level of responsibilities undertaken.
2. To review the remuneration and benefits accorded to the non-executive directors to ensure that the level of remuneration commensurate with the individual's contribution, the market, the size of the Group's business and level of responsibilities undertaken.

Whilst discharging the above duties, directors should abstain from discussion of their own remuneration.