

PADINI HOLDINGS BERHAD (50202-A)
REMUNERATION COMMITTEE CHARTER

1. Objective

The Remuneration Committee has been set up to assist the Board in determining the broad policy and structure for the remuneration and incentive framework of each individual director (both executive directors and non-executive directors) and key senior management personnel and to make recommendations to the Board on the remuneration package.

In reviewing the remuneration structure, the Committee shall be guided by the policies set by the Company/Group.

2. Composition

The Committee and its Chairman shall be appointed by the Board and shall comprise not less than three (3) members, consisting wholly or mainly of non-executive directors. The Chairman of the Committee shall be an independent non-executive director. A working secretary shall be designated to assist the Committee in obtaining the necessary information/resources.

3. Duties and authority

The Committee is authorized by the Board to obtain independent professional or other advice at the Company's expense and to invite outsiders with relevant experience and expertise to attend meetings if it considers this necessary. In carrying out its duties and responsibilities, the Committee shall have full, free and unrestricted access to the Company's records, properties and personnel to sufficiently discharge its duties.

The Committee shall:

- review and recommend to the Board the remuneration packages of each individual director (both Executive and Non-Executive) and key senior management personnel to reflect their involvement, responsibility undertaken, contributions and level of performance and to ensure that the remuneration packages are sufficient to attract, motivate and retain the Directors and personnel needed to pursue the long term growth and success of the Company and Group;
- review and recommend to the Board the targets for any performance related incentives schemes (financial and non-financial) for the executive directors and key senior management personnel; and
- review and reassess the adequacy of this Charter and its principles and submit proposed changes to the Board of Director for approval.

4. Meetings

Remuneration Committee Meetings shall be held at least once (1) a year. At least two (2) members must be present to constitute a quorum. Additional meetings may be called at any time at the discretion of the Chairman of the Committee. The Company Secretary shall be the Secretary of the Committee and the minutes of each Committee meeting shall be tabled to the Board by the Chairman of the Committee. The Chairman may invite other members of the Board, Management or outside consultants to attend the meeting or make presentations.

Directors, whether executive or non-executive, should not participate in deliberations and voting on decisions on their own remuneration packages.