



UNITED U-LI CORPORATION BERHAD
(510737-H)

NOMINATION AND REMUNERATION COMMITTEE

Reviewed on 27.02.2018

UNITED U-LI CORPORATION BERHAD
Company No. 510737-H
(Incorporated in Malaysia)

INTRODUCTION

The Nomination and Remuneration Committee is responsible for: -

- ensuring the Board has the appropriate balance and size, and recommending the right candidates with the necessary mix of skills, experience and competencies to be appointed to the Board.
- carrying out annual reviews whereupon recommendations are submitted to the Board on the overall remuneration policy for Directors and Key Senior Management Officers, to ensure that the remuneration policy remains in support of its corporate objective and shareholder value, and is in tandem with its culture and strategy.

The Nomination and Remuneration Committee comprises four (4) members, majority of whom are Independent Non-executive Directors.

TERMS OF REFERENCE OF THE COMMITTEE

A) NOMINATION

- to review, recommend and consider suitable candidates to the Board of the Group, including committees of the Board;
- to review and determine the mix of skills, experience and other qualities, including core competencies of Non-executive Directors, on an annual basis;
- to assess the Directors on an on-going basis and the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director, including Independent Non-Executive Directors as well as Chief Executive Officer;
- to recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors;
- to provide a succession planning policy and ensure that the policy is kept under review;
- to examine particular issues and make the appropriate recommendations to the Board;
- to ensure the composition of the Board is in accordance with the Memorandum and Articles of Association and the requirements for Best Practice of Corporate Governance
- to assess and recommend to the Board, the terms of reference of Board Committees and review the adequacy of committee structure of Board Committee

B) REMUNERATION

- to establish and review the terms and conditions of employment and remuneration of executive Directors and Key Senior Management Officers of the Group to ensure that rewards commensurate with their contributions to the Group's growth and profitability; and supports the Group's objectives and shareholder value and is consistent with the Group's culture and strategy;

- to review annually the performance of the executive Directors and recommend to the Board specific adjustments in remuneration and/or reward payments if any reflecting their contributions for the year;
- to ensure the level of remuneration for Independent Non-executive Directors reflects their experience and level of responsibilities undertaken and contribution to the effective functioning of the Board. Reviews and recommends changes to the Board where necessary; and
- keep abreast of the terms and conditions of service of the executive Directors including their total remuneration package for market comparability. Reviews and recommends changes to the Board where necessary.

All recommendations of the Remuneration Committee are subject to the endorsement of the Board.