
HLA HOLDINGS SDN BHD
- NOMINATION AND REMUNERATION COMMITTEE (“NRC”)**TERMS OF REFERENCE**

1. The nomination responsibilities of NRC are as follows:
 - 1.1 Support the Board in carrying out its functions in the following matters concerning the board, senior management and company secretary(ies):
 - (a) appointments and removals;
 - (b) composition;
 - (c) performance evaluation and development; and
 - (d) fit and proper assessments.
 - 1.2 Recommend to the Board the minimum criteria and skill sets for appointments to the Board, Board Committees and for the position of Chief Executive Officer.
 - 1.3 Review and recommend to the Board all Board and Board Committees appointments, re-appointments and removals including of the Chief Executive Officer.
 - 1.4 Review annually the overall composition of the Board in terms of the appropriate size and skills, and the balance between executive directors, non-executive directors and independent directors, and mix of skills and other core competencies required.
 - 1.5 Assess annually the performance and effectiveness of the Board, Board Committees and each individual director.
 - 1.6 Oversee the appointment, management of succession planning and performance evaluation of key senior management officers and recommend if they are found ineffective, errant and negligent in discharging their responsibilities.
 - 1.7 Ensure that the Board receives an appropriate continuous training programme.
2. The remuneration responsibilities of NRC are as follows:
 - 2.1 Recommend to the Board the framework and policies governing the remuneration of the:
 - Directors;
 - Chief Executive Officer;
 - Senior management officers; and
 - Other material risk takers.
 - 2.2 Review and recommend to the Board for approval the specific remuneration packages of executive directors and the Chief Executive Officer.
 - 2.3 Review and recommend to the Board for approval the remuneration of senior management officers and other material risk takers.