



TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

1. Objectives

The principal objectives of the Nomination and Remuneration Committee as a recommending body are:

- (a) to assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis; and
- (b) to assist the Board of Directors in their responsibilities in assessing the remuneration packages of the executive directors.

2. Composition of members

The Board of Directors shall elect the Nomination and Remuneration Committee members from amongst themselves, composed wholly of non-executive directors, a majority of whom are independent.

The term of office and performance of the Nomination and Remuneration Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether such Nomination and Remuneration Committee and members have carried out their duties in accordance with their terms of reference.

3. Chairman

The Chairman of the Nomination and Remuneration Committee shall be elected from amongst the Nomination and Remuneration Committee members. The Chairman of the Committee shall be the Senior Independent Non-Executive Director approved by the Board of Directors.

4. Secretary

The Secretary of the Nomination and Remuneration Committee shall be the Company Secretary of the Company and as a reporting procedure, the Minutes shall be circulated to all members of the Board.

5. Meetings

The Nomination and Remuneration Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.



The Secretary shall on the requisition of the members of the Nomination and Remuneration Committee summon a meeting of the Nomination and Remuneration Committee and except in the case of an emergency, reasonable notice of every Nomination and Remuneration Committee meeting shall be given in writing.

6. Quorum

A quorum shall consist of two (2) members, one of whom shall be the Chairman of the Committee.

7. Circular Resolutions

A resolution in writing signed by a majority of the Nomination and Remuneration Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination and Remuneration Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination and Remuneration Committee members. Any such document may be accepted as sufficiently signed by a Nomination and Remuneration Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Nomination and Remuneration Committee member.

8. Reporting

The Nomination and Remuneration Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination and Remuneration Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

9. Authority

The Nomination and Remuneration Committee, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company,

- (a) shall annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (b) shall assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.

- (c) shall in accordance with a formal and transparent procedure or process or policy on executive directors' remuneration packages to be determined and

established by the Board of Directors review, assess and recommend to the Board of Directors the remuneration packages of the executive directors in all forms, with other independent professional advice or outside advice as necessary.

- (d) shall be entitled to the services of a company secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Bursa Malaysia or other regulatory requirements.

10. Duties and Responsibilities

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

- To assess and recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors;
- To consider, in making its recommendations, candidates for directorships proposed by the Executive Chairman and, within the bounds of practicability, by any other senior executive or any Director or Shareholder;
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees;
- To review Board and Senior Management succession plans;
- To review training programmes for the Board and facilitate board induction and training programmes;
- To assess the effectiveness of the Board of Directors and the Committees of the Board as a whole and each individual Director of the Board;
- To review and assess the remuneration packages of the executive directors in all forms, with or without other independent professional advice or other outside advice;
- To ensure the levels of remuneration be sufficiently attractive and be able to retain executive directors needed to run the Company successfully;
- To structure the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board level;



EDEN INC. BERHAD

(Co No. 36216-V)
(A member of Zill Group of Companies)

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- To recommend to the Board of Directors the remuneration packages of the executive and non-executive directors;
- To act in line with the directions of the Board of Directors;
- To consider and examine such other matters as the Nomination and Remuneration Committee considers appropriate; and
- To consider any other matters as defined by the Board

This terms of reference may change from time to time to fulfill such other requirements as prescribed by Bursa Securities Malaysia Berhad.