
HONG LEONG CAPITAL BERHAD
- NOMINATION AND REMUNERATION COMMITTEE (“NRC”)**TERMS OF REFERENCE**

The following sets out the TOR for the NRC:

Responsibilities

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 Review annually the term of office and performance of the Board Audit and Risk Management Committee (“BARMC”) and each of its members to determine whether the BARMC and its members have carried out their duties in accordance with the Terms of Reference of the BARMC.
 - 1.7 Oversee the appointment, management of succession planning and performance evaluation of key senior management officers and recommend their removal if they are found ineffective, errant and negligent in discharging their responsibilities.
 - 1.8 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.