



Amway (Malaysia) Holdings Berhad  
(Company No: 340354-U)

REMUNERATION COMMITTEE  
TERMS OF REFERENCE

## **TERMS OF REFERENCE FOR REMUNERATION COMMITTEE**

### **1. Objective**

The Remuneration Committee (“the Committee”) of Amway (Malaysia) Holdings Berhad (“the Company”) was formed by the Board on 22 October 2001. The main objective of the Committee is to recommend to the Board the remuneration of Executive Directors, Non-Executive Directors and Senior Management of the Company and its subsidiaries (the “Group”).

### **2. Membership**

The members of the Committee shall be appointed by the Board of Directors and shall consist of not less than three (3) members, comprising only Non-Executive Directors, a majority of whom must be independent. The membership of the Committee shall be disclosed in the Annual Reports of the Company.

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

### **3. Secretary**

The Secretary of the Company shall be the secretary (the “Secretary”) of the Committee.

### **4. Attendance**

The Managing Director may be invited to attend meetings to discuss the performance of other Executive Director and make proposals as necessary.

### **5. Frequency of meetings**

Meetings shall be held at least once a year. More meetings may be convened when the need arises. The quorum for a meeting of the Committee shall be at least two (2) members, present in person.

The Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enable the Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. A resolution in writing signed or approved via letter, telex, facsimile, email by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

**6. Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary in the discharge of its responsibilities.

**7. Duties**

The duties of the Committee shall include the following:-

- (a) implement policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and Senior Management;
- (b) ensure that the remuneration and incentives for Independent Directors do not conflict with their obligation to bring objectivity and independent judgement on matters discussed at board meetings;
- (c) assist the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Directors and Senior Management; and
- (d) review and recommend to the Board on the total individual remuneration package for Executive Directors and Senior Management personnel including, where appropriate, bonuses, incentive payments within the terms of the agreed remuneration policy and based on individual performance.

The determination of remuneration packages of Executive Directors, Non-Executive Directors, including Non-Executive Chairman and Senior Management, should be a matter for the Board as a whole. Executive Directors should not be involved in deciding their own remuneration.

Directors who are shareholders shall abstain from voting at general meetings to approve their fees.

**8. Minutes of meetings**

The Secretary shall keep all minutes of meetings of the Committee and copies thereof shall be circulated to all members of the Board.