

ORIENTAL INTEREST BERHAD
(Company No. 272144-M)

TERMS OF REFERENCE FOR REMUNERATION COMMITTEE

1 Objective

The main objective of the Remuneration Committee is to recommend to the Board the remuneration of Executive Directors of the Company and its subsidiaries (the "Group").

2 Membership

The members of the Committee shall comprise wholly or mainly of Non-Executive Directors and number at least three (3) in total. Membership of the Committee shall be disclosed in the annual Directors' Report 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. Executive Directors should play no part in decisions on their own remuneration.

The Committee may appoint external consultants, if deemed expedient, to aid the Committee in the discharge of its duties.

5 Frequency of meetings

Meetings shall be held at least once (1) 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. 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. 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 be to recommend to the Board the remuneration of Executive Directors and Non-Executive Directors in all its forms and to review the Group's remuneration policies and procedures which should be disclosed in the Annual Report. The remuneration should be aligned with the business strategy and long-term objectives of the company, and to reflect the board's responsibilities, expertise and complexity of the company's activities.

The determination of remuneration packages of Executive Directors and Non-Executive Directors, including Non-Executive Chairman, should be a matter for the Board as a whole where the individuals concerned shall abstain from discussion of their own remuneration.

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.

Approved on 13 August 2013