

REMUNERATION & NOMINATION COMMITTEE

TERMS OF REFERENCE

1.0 COMPOSITION OF REMUNERATION & NOMINATION COMMITTEE

- 1.1 The Remuneration & Nomination Committee shall comprise exclusively of non-executive directors, a majority of whom are independent directors.
- 1.2 The Remuneration & Nomination Committee shall have a minimum number of three (3) directors and the Chairman shall be an independent director.

2.0 MEETING

- 2.1 The quorum for the meeting of the Remuneration & Nomination Committee shall be two (2) member.
- 2.2 The meeting is to be held at least once annually or as and when necessary.
- 2.3 The meeting convened is to be properly documented and the secretary of the meeting shall be the Company Secretary of the Company. The secretary shall be responsible for the co-ordination of administrative details including calling the meetings and keeping of minutes.

3.0 DUTIES AND RESPONSIBILITIES OF THE REMUNERATION & NOMINATION COMMITTEE

- 3.1 To review and to report and/or recommend the following to the Board of Directors of the Company:-
 - a) to review and recommend the compensation and benefits package, salary scale and terms and conditions for all levels of employees of the Company;
 - b) to review and recommend the basis for the annual bonus and salary increment for all levels of employees of the Company;
 - c) to consider and recommend suitable person for appointment as Chief Executive Officer and Director of the Company;
 - d) to review and recommend the compensation and benefits package and terms and conditions of service of the Chief Executive Officer;
 - e) to review and recommend to the Board the remuneration for the Non-Executive Directors and Executive Directors of the Company ;
 - f) to annually review the performance of the Chief Executive Officer of the Company;

- g) to assess the effectiveness of the Board of Directors, the Committees of the Board and each individual Director;
- h) to consider and recommend measures to upgrade the effectiveness of the Board and Committees of the Board;
- i) to review and recommend the policy on board composition having regard to the mix and skills, independence and diversity (including gender diversity) required to meet the requirement of the Company;
- j) to review and recommend the board nomination and election process of directors and criteria used in the selection process; and
- k) to review and assess the training needs of each Director.