

APPENDIX G**TERMS OF REFERENCE OF
REMUNERATION COMMITTEE****1. Composition of members**

- 1.1 The Board shall appoint the Remuneration Committee members from amongst its Directors based on the recommendation of the Nomination Committee. The Remuneration Committee must be composed of no less than three (3) members, all of whom must be non-executive directors, with a majority of them being independent directors.
- 1.2 The appointment of a Remuneration Committee member terminates when the said member ceases to be a Director or as determined by the Board. Members of the Remuneration Committee may relinquish their membership in the Remuneration Committee with prior written notice to the Secretary(ies) and may continue to serve as Directors of the Company.
- 1.3 Where the members of the Remuneration Committee for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to fill the vacancy.

2. Chairperson

- 2.1 The Chairperson of the Remuneration Committee shall be appointed by the Board on the recommendation of the Nomination Committee. The Chairperson shall be an independent non-executive director.

3. Secretary(ies)

- 3.1 The Company Secretary(ies) shall be the Secretary(ies) of the Remuneration Committee.

4. Meetings

- 4.1 The Remuneration Committee shall meet as the need arises, provided that the Remuneration Committee shall meet at least once a year.
- 4.2 The Chairperson of the Remuneration Committee, or the Secretary(ies) on the requisition of the members, shall at any time summon a meeting of the members by giving five (5) days' notice unless the Remuneration Committee waives such requirement. The agendas for the meeting shall be the responsibility of the Remuneration Committee Chairperson with input from the members.
- 4.3 Attendance at a meeting may be by being present in person or by participating in the meeting via video or telephone conferencing.
- 4.4 The Remuneration Committee may at their discretion and as and when the need arises, invite other Directors/key executives/persons to attend the meeting of the Remuneration Committee, to carry out the Remuneration Committee's responsibilities.

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- 4.5 Questions arising at any meeting of the Remuneration Committee shall be decided by a simple majority vote, each member present having one (1) vote. In the case of equality of votes, the Chairperson of the Remuneration Committee shall have a second or casting vote.
- 4.6 The interested Director shall excuse himself/herself from the meeting and shall abstain from the deliberation and voting in respect of his/her own remuneration at the Remuneration Committee level and Board level. However, he/she may attend the Remuneration Committee meetings on the invitation of the Chairperson of the Remuneration Committee if his/her presence is required.
- 4.7 The Remuneration Committee may deal with matters by way of a circular resolution in writing, in lieu of convening a formal meeting. The circular resolution shall be as valid and effectual as if it has been passed by a meeting of the Remuneration Committee duly convened. Approval of the Remuneration Committee obtained by way of circular resolution must be signed and approved by all its members.
- 4.8 All recommendations and findings of the Committee shall be submitted to the Board for approval. Upon such approval, the Secretary(ies) shall distribute to each member a copy of the said approval.
- 5. Minutes**
- 5.1 Minutes of each meeting shall be kept at the registered office of the Company under the custodian of the Company Secretary(ies). The Minutes shall be opened for the inspection of the Board, external auditors, internal auditors, management and other persons deemed appropriate by the Company Secretary(ies).
- 5.2 The minutes of the Remuneration Committee meeting shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
- 6. Quorum**
- 6.1 The quorum for the meeting of the Remuneration Committee shall be two (2) members. In the absence of the Chairperson of the Remuneration Committee, the other members of the Remuneration Committee present shall, amongst themselves, elect a Chairperson who must be an independent director, to chair the meeting.
- 7. Authority**
- 7.1 The Remuneration Committee is not authorised to implement its recommendations on behalf of the Board but shall make recommendations to the Board for its consideration, approval and implementation.
- 7.2 In carrying out its duties and responsibilities, the Remuneration Committee shall have the following powers:
- (i) full, free and unlimited/unrestricted access to any information, records, properties and personnel;

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- (ii) to obtain external legal or independent professional or other advice and expertise necessary for the performance of its duties; and
- (iii) all members shall have access to the advice and services of the Company Secretary(ies).

8. Duties and responsibilities

- 8.1 Remuneration and benefits payable to Non-Executive Directors are proposed by the Board and are subject to shareholders' approval at the AGM of the Company.
- 8.2 The duties and responsibilities of the Remuneration Committee are as follows:-
 - (a) To ensure formal and transparent remuneration policies and procedures to attract and retain Directors;
 - (b) To recommend the policy and framework for the Non-Executive Directors' remuneration and ensure that they are reflective of the Group's demands, complexities and performance as a whole as well as skills and experience required;
 - (c) Designs and implements an evaluation procedure for Non-Executive Directors;
 - (d) To review the individual remuneration packages of the Non-Executive Directors, and to make the appropriate recommendations to the Board. The remuneration of the Non-Executive Directors shall commensurate with the level of responsibilities undertaken by them with reference to the level of remuneration accorded by companies or industry in line with overall performance of the Group.
- 8.3 To consider other matters as referred to the Remuneration Committee by the Board.

9. Revision of the Terms of Reference

- 9.1 Any revision or amendment to the Terms of Reference, as proposed by the Remuneration Committee or any third party, shall be presented to the Board for its approval.
- 9.2 Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.