

THE TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. PURPOSE

The Remuneration Committee is established as a committee of the Board of Directors with the following objectives:-

- (a) Review and recommend to the Board the remuneration package for executive and non-executive directors.
- (b) Review and recommend to the Board the remuneration package for senior management of the Group with designation General Manager (or equivalent) and above.
- (c) Review and recommend matters relating to the remuneration of board and senior management of the Group with designation General Manager (or equivalent) and above.

2. COMPOSITION AND APPOINTMENT

- a) The Remuneration Committee members shall be appointed by the Board and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors and a majority of whom shall be independent directors.
- b) No alternate director shall be appointed as a member of the Remuneration Committee.
- c) The Chairman of the Remuneration Committee shall be an Independent Non-Executive Director appointed by the Board.
- d) The Remuneration Committee members may relinquish their membership in the Remuneration Committee with prior written notice to the Company Secretary. In the event of any vacancy arising in the Remuneration Committee resulting in the number of members of the Remuneration Committee falling below three (3), the vacancy shall be filled as soon as possible, but not later than three (3) months from any arising vacancy.

3. AUTHORITY

The Remuneration Committee is authorized by the Board to:-

- a) Have full and unrestricted access to Human Resources Department, including without limitation, its information and records.
- b) Obtain independent professional advice, service and/or expertise to perform its duties or obtain the assistance of Management where necessary.
- c) Provide its recommendations to the Board for its consideration and approval.

4. REMUNERATION FUNCTIONS AND DUTIES

- a) Ensure performance targets are in line with shareholders' interests, and with an appropriate balance between long term and short term goals.
- b) Review and if deemed appropriate, endorse for the Board's approval, the annual bonus and salary increment framework for the Group.

- c) Review and recommend to the Board the terms and conditions of service, remuneration, compensation and benefits package (including bonus and salary increment) for executive and non-executive directors and senior management of the Group with designation General Manager (or equivalent) and above.
- d) Periodically review the remuneration framework, policies and procedures.

5. DISCLOSURE AND REPORTING

Ensure detailed disclosure on named basis for the remuneration of individual Directors stating the following:-

- (i) The remuneration received by the Directors of the Company, stating the amount they received from the Company and the Group respectively.
- (ii) The amount in each component of the remuneration (e.g. fees, salaries, bonuses, benefits in kind and other emoluments) for each Director.

a) Frequency

- (i) The Remuneration Committee shall meet at least once a year and at such other time(s) as it deems necessary to fulfill its responsibilities.
- (ii) Other members of the Board and Management may attend meetings upon the invitation of the Remuneration Committee.

b) Meeting Minutes

- (i) The Remuneration Committee, through its Chairman, shall update the Board on the activities undertaken by the Remuneration Committee at each Board meeting.

(ii) Secretary

- (i) The Secretary to the Remuneration Committee shall be the Company Secretary.
- (ii) The Secretary shall organize and provide assistance at Remuneration Committee meetings and ensure meetings are arranged and held accordingly.

6. REVIEW OF THE TERMS OF REFERENCE

The Remuneration Committee shall recommend any change to its terms of reference in such manner as the Remuneration Committee deems appropriate to the Board for approval.