

MULPHA INTERNATIONAL BHD

(Company No. 19764-T)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. CONSTITUTION

The Remuneration Committee (“**the Committee**”) was established pursuant to a resolution of the Board of Directors (“**the Board**”) passed on 20 June 2001.

2. COMPOSITION

The Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall comprise of not less than 3 members who are wholly or mainly non-executive directors.

3. QUORUM

The quorum for each meeting of the Committee shall be at least 2 members, the majority of whom shall be non-executive directors.

4. MEETINGS

The Committee shall meet at least once in each calendar year.

5. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:-

- (a) To review and recommend to the Board, the remuneration packages of each director (including the Chairman) of the Company.
- (b) To review and recommend (through the Board) to the shareholders the fee, if any, payable to each director of the Company.
- (c) To recommend to the Board incentive schemes, profit sharing arrangements or the like which might be devised to reward Management or other employees over and above the normal salaries and bonuses.
- (d) To undertake such other responsibilities as may be delegated by the Board from time to time.

The Committee is authorised to commission advice independent of the Company’s Management for the purpose of discharging its duties and responsibilities.

6. MINUTES

Minutes of each Committee meeting are to be prepared by the Company Secretary or his assistant. The Chairman of the Committee will report to the Board after each Committee meeting.