



TERM OF REFERENCE REMUNERATION COMMITTEE

COMPOSITION

- a) The members of the Remuneration Committee (RC) are appointed by the Board of Directors.
- b) The RC shall comprise of at least 3 board members; majority of whom shall be non-executive and be independent of management and free from any business or other relationships which may materially interfere with the exercise of independent judgement.
- c) Alternate Directors shall not be appointed as a member of the RC.
- d) The members of the RC shall elect a chairman from amongst themselves who shall be a non-executive director.
- e) The Company Secretary or their nominee shall act as the Secretary of the RC.

FUNCTIONS

- a) The main function of the RC is to facilitate appropriateness, transparency and accountability to shareholders on the issue of directors' remuneration, thus preventing payout of substantial remuneration packages without regard to the performance of the individual and the Company.
- b) The RC shall function independently of management.
- c) The RC has primary responsibility for setting the policy framework and for making recommendations for approval by the Board with respect to matters relating to the remuneration of Directors and Senior Management. The level of remuneration of which should reflect the directors' and senior management's merit, qualification and competencies and should be comparable with market statistics.

AUTHORITY

- a) The RC is authorised to obtain any outside legal or other professional advice including the advice of independent remuneration consultants, to obtain reliable and updated information about remuneration in the marketplace. The committee shall have full authority to commission any reports or surveys, which it deems necessary to help it fulfill its obligations.
- b) The Committee is not authorised to make any decisions but is obliged to report its recommendations to the full board for decision.



DUTIES

- a) To review and recommend to the Board the remuneration policy and procedures for Executive Directors and Senior Management.
- b) To review annually the performance of the Directors and recommend to the Board specific adjustments in the remuneration and/or reward payments, if any, reflecting their contributions for the year.
- c) To review the scope of services of Executive Directors and Senior Management and recommend changes to the Board wherever necessary.
- d) To review the remuneration packages of Executive Directors and Senior Management to ensure that they commensurate with the scope of responsibilities, and recommend changes to the Board whenever necessary.
- e) To review and determine the policy for and scope of pension arrangements, service agreements, termination payments and compensation commitments for Executive Directors and Senior Management.
- f) To recommend the fees and other benefits including Board and Committee meeting attendance allowance of Directors for Shareholders' approval at Annual General Meeting.

PROCEEDINGS OF MEETINGS

- a) The quorum necessary for the transaction of business shall be 2 of whom majority shall be non-executive members.
- b) A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directions vested or exercisable by the Committee.
- c) The Committee shall meet not less than once a year and at such other times, as the Chairman of the Committee shall require.
- d) In the absence of a meeting, any issues shall be resolved through circular resolution.
- e) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- f) Minutes of committee meetings shall be circulated to each member of the Remuneration Committee and made available on request to other members of the Board.
- g) A member of the Committee shall abstain from participating in discussions and decisions on matters directly involving him or her to avoid conflict of interest.

Revised on 25 October 2018