

## **BOARD COMMITTEES**

### **REMUNERATION COMMITTEE**

#### **TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

##### **1. Composition**

The Committee shall be appointed by the Board from amongst the Directors of the Company consisting wholly or mainly of Non-Executive Director. It shall consist of not less than three (3) members.

##### **2. Quorum**

Two (2) members shall form a quorum for meetings.

##### **3. Chairman**

The Chairman of the Committee shall be appointed by the Board, who shall be a Non-Executive Director. In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

##### **4. Secretary**

The Secretary to the Remuneration Committee shall be the Company Secretary.

##### **5. Meeting and Minutes**

- (a) The Remuneration Committee shall meet at least once a year or at such other times as the Chairman of the Committee deemed necessary.
- (b) Minutes of each meeting shall be distributed to each member of the Board.
- (c) Question arising shall be decided by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Remuneration Committee.
- (d) In the case of an equality of votes, the Chairman of the meeting shall have second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- (e) Notice of Remuneration Committee meetings shall be given to all Remuneration Committee members unless the Remuneration Committee waives such requirement. Notice of Remuneration Committee meeting may be given by telephone or facsimile and the contemporaneous linking together by telephone or such other electronic communication of a number of the Remuneration Committee members being not less than the quorum shall be deemed to constitute a meeting of the Remuneration Committee wherever in the world they are, as long as:
  - (i) the quorum is met;
  - (ii) at the commencement of the meeting each Remuneration Committee member acknowledges the presence thereof to all the other Remuneration Committee members taking part and such participation shall be deemed to be presence in person;
  - (iii) each of the Remuneration Committee members taking part is able to hear each of

- them subject as hereinafter mentioned throughout the meeting;
- (iv) the members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that a members' telephone is accidentally disconnected during the meeting and the proceeding thereof shall be deemed to be as valid as if the telephone had not been disconnected;
  - (v) all information and documents are made equally available to all participants prior to or at/during the meeting; and
  - (vi) a minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the Chairman and the Secretary of the Company.
- (f) A resolution in writing signed or approved by all of the Remuneration Committee shall be valid and effectual as a resolution passed at a meeting of the Remuneration Committee.

## **6. Functions**

- (a) To recommend to the Board the framework of the Executive Directors' remuneration and the remuneration package for each Executive Director, drawing from outside advice as necessary. Executive Directors shall include Group Managing Director and/or Chief Executive Director and shall include the Group Chief Financial Officer also.
- (b) To review Executive Directors' scope of service contract.
- (c) To review the Group Chief Financial Officer scope of service contract.
- (d) To recommend to the Board the appointment of the service of such advisers or consultants as it deems necessary to fulfil its functions.

## **7. Reporting Procedure**

- (a) The remuneration of Executive Directors and Group Chief Financial Officer shall be the responsibility of the full Board after considering the recommendation of the Committee.
- (b) Executive Directors do not participate in discussion on their own remuneration.
- (c) The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman is a matter for the Board as a whole.
- (d) The level of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully. The component parts of remuneration should be structured so as to link rewards to corporate and individual performance, in the case of Executive Directors. The level of remuneration should reflect the experience and responsibilities undertaken by the particular non-executive concerned.
- (e) Members of the Remuneration Committee are to appear in the Annual Report.
- (f) Board remuneration policies and procedures are to be disclosed in the Annual Report.

## **8. Review by the Board**

The Terms of Reference of the Remuneration Committee is reviewed by the Board annually and updated as appropriate.