



## **REMUNERATION COMMITTEE**

### **Terms of Reference**

#### **1. OBJECTIVE**

The members of the Remuneration Committee (“Committee”) shall be appointed by the Board of Directors (“Board”). The Remuneration Committee is set up to provide recommendations to the Board on the remuneration packages of the Executive Directors, Non-Executive Directors and Principal Officers that link rewards to corporate and individual performance.

#### **2. COMPOSITION AND QUORUM**

The Committee shall comprise at least three (3) members, consisting wholly or mainly of Non-Executive Directors. Each member of the Committee shall be a Director of the Company. The Committee shall elect a Chairman from amongst its members.

A majority of the Committee members present at a meeting shall constitute a quorum.

#### **3. DUTIES AND RESPONSIBILITIES**

The Committee is responsible for recommending the remuneration framework as well as the remuneration packages of Executive and Non-Executive Directors to the Board.

Duties and responsibilities of the Committee shall include the followings:

- i) Review and determine the compensation of all Directors and the CEO, including incentive compensation plan.
- ii) Ensuring that Directors play no part in decisions on their own remuneration;
- iii) The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole;
- iv) The individual should abstain from discussion of their own remuneration; and
- v) The Committee shall be entitled to engage in good faith, the services of external consultant or professional in order to carry out its duties and responsibilities.

#### **4. CIRCULAR RESOLUTIONS**

A resolution in writing, signed by all members present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.