

REMUNERATION COMMITTEE

TERMS OF REFERENCE

Objective

In accordance with the Malaysian Code on Corporate Governance, the Remuneration Committee is set up to provide recommendations to the Board of Directors ("Board") on the remuneration of the Executive Directors in all its forms such that the component parts of remuneration are structured to link rewards to corporate and individual performance.

Executive Directors should play no part in decisions on their remuneration while the remuneration of the Non-Executive Directors should be a matter for the Board as a whole to determine. The individuals concerned should abstain from discussion of and voting on their own remuneration.

Size and Composition

The Remuneration Committee shall consist wholly or mainly of Non-Executive Directors. The members of the Remuneration Committee shall elect a Chairman from amongst its members who shall be a Non-Executive Director.

Presently, the Remuneration Committee comprises of three (3) members, majority of whom are Independent Non-Executive Directors as follows:-

Chairman

YM Raja Azlan Shah bin Raja Azwa (*Independent Non-Executive Director*)

Members

Mr. Sandeep Singh A/L Gurbachan Singh (*Independent Non-Executive Director*)

Dato' Alex Ding Seng Huat (*Group Managing Director*)

Meetings

The Remuneration Committee meets at least twice a year with additional meetings convened as and when the need arises. The quorum for any meetings shall be two (2) Non-Executive Directors subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

Secretaries

The Company Secretaries shall act as Secretaries of the Remuneration Committee and shall be responsible for keeping minutes of meetings of the Remuneration Committee and circulating them to the Remuneration Committee members.

Duties and Responsibilities

- (i) To establish a formal and transparent procedure for the development of the Directors' remuneration policy
- (ii) To fix the remuneration package of individual Director
- (iii) To assess the remuneration package to ensure that rewards are linked to corporate and individual performance, experience and level of responsibilities undertaken by each Director
- (iv) To ensure that the remuneration package is sufficient to attract and retain the Directors
- (v) To determine the policy for and scope of service agreements for the Executive and Non-Executive Directors, termination payment and compensation commitments

