

Remuneration Committee

Terms of Reference

The objective of the Remuneration Committee is to assist the Board in fulfilling its corporate governance responsibilities relating to the Director's remuneration policies and procedures and to ensure that all Executive Directors (including the Group Managing Director), CEO (where CEO is not a Director of the Company) and senior management at director level are fairly rewarded for their individual contributions to the Company's overall performance. Such remuneration package offered must also commensurate with the level of executive responsibilities delegated.

The Remuneration Committee is also responsible for ensuring that the compensation and other benefits encourage Executive Directors to act in ways that enhance the Company's long-term profitability and value.

1. Composition

Members of the Committee, including the Chairman, shall be appointed by the Board, based on the recommendation of the Nomination Committee. Composition of the Committee may be reshuffled by the Board, on the recommendation of the Nomination Committee, as and when required. The Committee shall made up of at least three (3) members, majority of whom shall be Non-Executive Directors.

2. Duties

- to assist the Board in determining a framework or broad policy for the remuneration of the Executive Directors and senior management staff at director level;
- the Board as a whole determines the remuneration package of Non-Executive Directors, including Non-Executive Chairman, taking into consideration of fee levels and trends for similar positions in the market, time commitment required from the Director as well as any additional responsibilities undertaken by such Director. The Non-Executive Directors should abstain from discussing their own remuneration;
- to review and recommend to the Board the remuneration of the Executive Directors and senior management staff at director level in all its forms, drawing from outside advice as necessary. The Executive Directors play no part in deciding their own remuneration and the Directors concerned shall abstain from all discussion pertaining to their remuneration;
- to review and recommend annual salary increments and bonuses of Executive Directors and senior management staff at director level;
- to review and recommend to the Board on all aspects of any share option schemes and other incentive schemes (if any) to be established by the Company, including but not limited to (subject always to the rules of those schemes and any applicable legal and Listing Requirements):

- i) the selection of those eligible Directors of the Company and its subsidiary companies and senior management at director level to whom options should be granted;
 - ii) the numbers of shares over which options are to be granted; and
 - iii) the imposition of any objective condition which must be complied with before any option may be exercised.
- to consider other benefits or changes in those benefits granted to the Directors and senior management at director level and report any conclusions to the Board.