

# **TERMS OF REFERENCE**

## **REMUNERATION COMMITTEE**

The Remuneration Committee ("Committee") is currently made up of the following Directors:

Chairman Dato' Awang Bemee Bin Awang Ali Basah  
*Independent Non-Executive Director*

Members Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg  
*Senior Independent Non-Executive Director*

Ting Lina @ Ding Lina  
*Non-Independent Non-Executive Director*

Dato Wong Kuo Hea  
*Group Managing Director*

### **1. ROLE**

The role of the Committee is to assist the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Executive Directors by reference to their merit, qualification, competence, responsibility, job function, remuneration packages of comparable companies in the same industry, and individual and corporate performance.

The Committee shall be accountable to the Board and its responsibilities are set out in these Terms of Reference. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where certain powers are specifically set out in these Terms of Reference or are delegated by the Board.

### **2. AUTHORITY**

The Committee:-

- a) shall be granted full access to Company information and seek information from any employee of the Company; and
- b) is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its Terms of Reference.

### **3. MEMBERSHIP**

The Committee shall consist of not less than 3 members, of whom the majority composition is made up of Non-Executive Directors.

#### **4. FUNCTION**

- 4.1 To review and report to the Board on compensation and personnel policies;
- 4.2 To review and recommend to the Board the remuneration package of Executive Directors in all forms;
- 4.3 Not be involved in any decisions as to their own remuneration. The determination of remuneration packages of Non-Executive Directors shall be a matter for the Board as a whole subject to shareholders' approval in the general meeting;
- 4.4 To recommend engagement of external professional advisors to assist the Committee and the Board on remuneration matters, if deemed necessary; and
- 4.5 To review and recommend to the Board for approval, any bonus payment (including mid-year, year-end and incentive bonus) in respect of each financial year.

#### **5. MEETING**

- 5.1 Meeting shall be held as and when required but at least once a year.
- 5.2 Quorum for the meeting shall be two.

#### **6. REPORTING PROCEDURE**

The Secretary shall maintain minutes of the proceedings and circulate such minutes to all members of the Board.