

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE (“NRC”)

Members

1. Datin Sri Azlin binti Arshad (Chairman, independent non-executive director)
2. Oh Teik Khim (Independent non-executive director)
3. Mahadzir bin Azizan (Non-independent non-executive director)

Reporting

To report regularly to the Board of Directors (“Board”).

Membership

1. The Chairman of NRC may be either an independent director or a senior independent director.
2. The NRC shall consist of non-executive directors, a majority of whom must be independent.

Frequency of Meetings

There shall be at least 1 meeting in each financial year.

Quorum for Meetings

Any 2 members.

Voting at Meetings

1. Questions arising at any meeting shall be decided by a majority of votes.
2. A NRC member shall abstain from participating in discussions and decisions on matters involving himself.
3. All deliberations including dissenting views and supervisory actions to be taken by management are to be minuted.

Written Resolutions

Approval of the NRC may be obtained via written resolution if the said written resolution is signed by all the NRC members and shall be as effective for all purposes as a decision passed at a duly convened meeting of the NRC. Any such resolution may consist of several documents, including facsimile or other written electronic communications, in similar form and each document shall be signed by one or more NRC members.

Scope of responsibilities

1. Recommend to the Board the minimum criteria for appointments to the Board, Board committees and for the position of executive director and Chief Executive Officer (“CEO”).
2. Review and recommend to the Board all Board appointments, re-appointments and removals including that of the executive director and CEO.
3. Review annually the overall composition of the Board in terms of the appropriate size and skills, the balance between executive directors, non-executive and independent directors, and mix of skills and other core competencies required.
4. Assess annually the effectiveness of the Board and Board committees as a whole and the fitness and propriety, performance and contribution of each individual director based on the criteria approved by the Board.
5. Assess annually independence of independent directors based on the criteria established by the NRC.

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(CONT’D)**

6. Oversee the succession of Board members and CEO and evaluate annually the performance of CEO.
7. Facilitate Board induction and oversee continuing education programmes to be provided to Board members in areas that would strengthen their contribution to the Board.
8. Recommend for approval to the full Board the framework of remuneration for the directors and key senior management officers.
9. Review and recommend to the Board the specific remuneration packages of executive directors and key senior management officers.
10. Review and recommend to the Board the payment of performance bonus and salary increment for employees of the Group.