

## **TERMS OF REFERENCE OF BOARD REMUNERATION COMMITTEE (“RC”)**

### **Members**

1. Mahadzir Azizan (Chairman)
2. Lim Kian Onn

### **Reporting**

Should report regularly to the Board of Directors (öBoardö).

### **Frequency of Meetings**

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

### **Quorum for Meetings**

Any 2 members.

### **Voting at Meetings**

Questions arising at any meeting shall be decided by a majority of votes.

All deliberations including dissenting views and supervisory actions to be taken by management are to be minuted.

### **Circular Resolutions**

Approval of the RC may be obtained via circular resolution if the said circular resolution is signed by all the RC members and shall be as effective for all purposes as a decision passed at a duly convened meeting of the RC.

### **Scope of responsibilities**

1. Recommend for approval to the full Board the framework of remuneration for the directors, the CEO and key senior management officers.
2. Review and recommend to the Board the specific remuneration packages of executive directors and the CEO.
3. Review and recommend to the Board the payment of performance bonus and salary increment for employees of the Group.