

**NOMINATION & REMUNERATION COMMITTEE (“NRC”) OF THE BOARD
TERMS OF REFERENCE**

1. MAIN FUNCTIONS

1.1 In relation to nomination, shall include the following:

- a) to nominate and recommend to the Board, candidates to be appointed as Director of the Company
- b) to consider in making its recommendations, candidates for directorships proposed by the CEO or by any senior executive or any director or shareholder
- c) to recommend to the Board, directors to fill the seats on board committees
- d) to assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board
- e) to assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, the committees of the Board and the individual director on an annual basis.
- f) to facilitate induction programmes for new directors and review and recommend suitable orientation and training programmes to continuously train and equip new and existing Directors.

1.2 In relation to remuneration, shall include the following:

- a) to determine and recommend to the Board the framework or broad policy for the remuneration packaged of the Company’s Chief Executive Officer (CEO), and such other members of the executive Management as it is designated to consider.
- b) to establish a formal and transparent procedure for developing policy on the total individual remuneration package of the CEO and other designated executive Management including, where appropriate, bonuses, incentives and shadow options.
- c) to design remuneration package for CEO and other designated executive Management with the aim of attracting and retaining high-calibre designated executive Management who will deliver success for shareholders and high standards of services for customers, while having due regard to the business environment in which the Company operates. Once formulated, to recommend to the Board for approval.
- d) to review and recommend to the Board improvement (if any) on designated executive Management remuneration policy and package and other issues relating to benefits of designated executive Management on an annual basis.
- e) to review any major changes in employee benefit structures throughout the Company, and if fit recommend to the Board for adoption.
- f) to review and recommend to the Board for adoption the framework for the Company’s annual incentive scheme. The framework for the annual incentive scheme may include:-
 - Merit increment
 - Merit bonus
 - Retention and reward Incentives

2. AUTHORITY

2.1 In exercising its responsibilities in relation to the issue of remuneration,

- i) the NRC is authorised by the Board to seek any information it requires from any employees of the Company in order to perform its duties
- ii) the RC is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice including the advice of independent remuneration consultants, to secure the attendance of the external advisers at its meeting if it considers necessary, and to obtain reliable, up-to-date information about the remuneration in other companies

2.2 The NRC shall have the full authority to commission any report or survey which it deems necessary to help it fulfil its obligations.

3. COMPOSITION OF MEMBERS

3.1 The NRC shall comprise of at least three (3) non-executive directors, all of whom are independent of Management and free from any business or other relationship which could interfere with the exercise of their independent judgement

3.2 One of the independent directors shall be the Chairman of the NRC.

4. SECRETARY

The Secretary of the Company and/or Secretaries shall be appointed as the Secretary of the NRC

5. MEETINGS

5.1 Meetings are to be held at least once a year or as when necessary.

5.2 At least seven (7) days' notice calling the meeting of the NRC shall be given to the members of the NRC present in Malaysia.

5.3 Any two members present shall constitute a quorum.

5.4 The Chairman of the meeting shall have a casting vote in case of equality of votes

5.5 The Secretary is responsible for co-ordination of administrative details including calling the meetings, voting and keeping of minutes.

5.6 A resolution signed by all members of the NRC shall be effective as a resolution passed at the NRC meeting duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the NRC.