

	TERMS OF REFERENCE REMUNERATION COMMITTEE	Doc. No. : CG-06
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1. OBJECTIVES

The objective of this terms of reference is to ensure that all members of the Remuneration Committee are aware of their duties and responsibilities, and the relevant legislations, principles and practices of good Corporate Governance are applied, to assist the Board in discharging their duties and responsibilities.

2. COMPOSITION

The Remuneration Committee comprises a exclusively of Non-Executive Directors, majority of whom must be independent.

No alternate director shall be appointed as a Remuneration Committee member.

3. AUTHORITY

The Remuneration Committee is authorized to make recommendations to the Board on remuneration packages and benefits extended to the Executive Directors and to review their remuneration packages on an annual basis. Remuneration package of Non-Executive Directors will be a matter to be decided by the Board as a whole with the Directors concerned abstaining from deliberations and voting on decisions in respect of his individual remuneration. Fees payable to Non-Executive Directors is determined by the Board with the approval from shareholders at the Annual General Meeting.

In establishing the remuneration packages and benefits for the Executive Directors, the Remuneration Committee has regarded the packages offered by comparable companies, and may obtain independent advice, where necessary. The remuneration of the Executive Directors comprises a fixed salary and allowance approved by the Board, which is in line with the Group's performance.

4. MEETING

The Remuneration Committee shall meet at least once a year or at such other times as the Chairman of the committee deemed necessary. The Secretary of the Committee together with the Chairman, shall be responsible for drawing up the agenda and circulating the same to the Committee prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of the meetings of the Committee, and circulating them to committee members and to other members of the Board of Directors.

A quorum shall consist of a majority of Committee members and in order to form a quorum, the majority of members present must be independent directors.

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5. FUNCTIONS

The functions of the Remuneration Committee are as follows:-

- (a) To establish a formal and transparent remuneration policy.
- (b) To review annually and make recommendation to the Board on the remuneration packages and benefits for all Executive Directors to ensure that the reward commensurate with their contributions to the Group's profitability.
- (c) To review annually the performance of the Executive Directors and recommend to the Board specific adjustments in remuneration and reward structures; if any, to reflect their contributions and link to their level of responsibilities undertaken to the effective functioning of the Board.

6. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference of Remuneration Committee shall be reviewed by the Board annually to ensure it remains consistent with the Company's objectives and Board's responsibilities and in line with the relevant laws and legislations.