



NOMINATION & REMUNERATION COMMITTEE

COMPOSITION OF THE COMMITTEE

DATUK R. KARUNAKARAN	- Chairman/Independent Non-Executive Director
LEE KAY LOON	- Member / Independent Non-Executive Director
WAN AZFAR BIN DATO'WAN ANNUAR	- Member / Independent Non-Executive Director
DATO' WAN HASHIM BIN WAN JUSOH	- Member / Independent Non-Executive Director

TERMS OF REFERENCE

1. Primary Purpose

- (a) Propose and recommend suitable candidates to the Board and to fill the seats on Board committees.
- (b) Review the composition and effectiveness of the Board and the Board Committees in terms of the required mix of skills, expertise, attributes and core competencies of the Directors as well as the contribution of each individual Director on an annual basis.
- (c) Recommend to the Board the framework on terms of employment and elements of remuneration of the Executive Directors.
- (d) Review the terms of office and performance of the Committee annually.
- (e) Review and recommend to the Board the annual bonus and salary increment of the Executive Directors and the remuneration of the Non-Executive Directors.

Individual Directors shall abstain from deliberations and voting on their own remuneration at the Board and Committee meetings.

2. Composition

- (a) The Committee shall be wholly comprised of Non-Executive directors, a majority of whom are Independent.
- (b) Members of the Committee are appointed by the Board and comprise Board members who will not benefit personally from their decisions and who will give due regard to the interests of shareholders and other stakeholders.

3. Responsibilities

- (a) Ensure an appropriate balance of experience and abilities on the Board.
- (b) Review from time to time the size, structure and composition of the Board.
- (c) Assessment of the independence of directors who have served for a cumulative term of more than nine years, and make appropriate recommendations to the Board.
- (d) Consider candidates for appointment, whether as Executive or Non-Executive Directors.
- (e) Make recommendations to the Board on the re-appointment of Non-Executive Directors at the end of their term.
- (f) Advise the Board and the Chief Executive Officer on the issue of succession planning.
- (g) Annual Performance Assessment of the Board of Directors.
- (h) Recommend to the Board a competitive compensation and remuneration package for Executive Directors in order to attract talent and experience needed for the continued progress of the Group.
- (i) Recommend to the Board a competitive remuneration package for Non-Executive Directors who have the necessary skills and experience to bring independent judgement to bear on the issues of strategy, performance and resources for the success of the Group.
- (j) Review and recommend annual compensation and reward for all Directors. A Director should abstain from discussion on his/her own remuneration.

4. Authority

The Committee is authorized by the Board to act on all matters within its terms of reference and other matters as may be approved by the Board from time to time.

5. Reporting

In discharging the above responsibilities, the Committee shall report to the Board on :-

- (a) The effectiveness of the present size of the Board of Directors.
- (b) The effectiveness of the composition of the Board of Directors and the mix of Executive and Non-Executive Directors.
- (c) The existence of, or potential conflicts of interest involving the Board members.
- (d) The contribution of individual Directors in decision making at the Board level.
- (e) A continuous education program for Board members to upgrade their skills and enhance their effectiveness.

6. Meetings

- (a) Meetings of the Committee shall be held as and when necessary but at least twice a year.
- (b) The Committee shall be provided with sufficient resources to undertake its duties. It shall have access to the services of the Company Secretary including assisting in planning the committee's work, drawing up meeting agendas, maintenance of minutes, collection and distribution of information and provision of any necessary logistical support.
- (c) The meetings of the Committee shall be transparent, with all proceedings recorded and actions documented.