

Nomination & Remuneration Committee (NRC)	
Terms of Reference	
Membership	<p>Dato' Seri Dr. Isahak bin Yeop Mohamad Shar - <i>Chairman, Independent Non-Executive Director</i></p> <p>Dato' Seri Ir Mohamad Othman bin Zainal Azim – <i>Member, Independent Non-Executive Director</i></p> <p>Dato' Mohd Azmi bin Othman - <i>Member, Independent Non-Executive Director</i></p>
Composition	<ol style="list-style-type: none"> 1. Members of the committee shall be appointed by the board. The committee shall be made up of at least 3 members, all of whom shall be non-executive directors and a majority of whom are independent. 2. Only members of the committee have the right to attend committee meetings.
Responsibility	<ul style="list-style-type: none"> ▪ Make recommendations to the board on new candidates for appointment to the Board; ▪ Make recommendation to the board, candidates to fill the seats on board committees; ▪ Review effectiveness of the Board as a whole and the committees of the Board annually; ▪ Evaluate the performance and assess the contribution of each individual Director; ▪ Review policies and make recommendations to the Board on remuneration packages and benefits annually as extended to the Executive Directors; and ▪ Ensure that the compensation offered is appropriate with the responsibilities, in line with market practice, and based on performance.
Meetings	<p>The NRC shall meet at least once a year and at such other time(s) as it deems necessary to discharge its responsibilities.</p> <p>The Quorum for the NRC shall be two (2).</p> <p>Each member of the NRC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NRC. In the event of an equality of votes, the Chairman of the NRC shall be entitled to a second or casting vote.</p>
Communication to the Board	<p>The minutes of each NRC meeting shall be tabled to the Board for notation.</p> <p>The NRC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.</p> <p>The NRC shall also prepare a report on the effectiveness of the Board as a whole and the individual performance of each Director.</p>
Circular Resolution	<p>A resolution in writing signed by a majority of all members shall be valid and effectual as if it had been passed at a meeting of the NRC. All such resolutions shall be described as "Members' Circular Resolutions" and</p>

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	shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.
Secretariat	The Company Secretary shall be the secretary of the NRC. The Company Secretary shall be responsible for preparation of agenda in consultation with the Chairman, and distribution to all the members the papers to be deliberated at the meeting.
Appointment Process	Annual review and re-appointment by the Board of Directors.