

Terms of Reference of the Human Resource & Remuneration Committee

- Comprising of at least 3 members; consisting of mainly Non-Executive Directors, including two Independent Director. CEO can be a member, but not the Chairman of this committee. The CEO cannot participate in the proceedings of the committee on matters related directly to his performance and compensation.
- Recommend HR Management Policies to the Board.
- Recommend to the Board for consideration and approval of a policy framework for determination of remuneration of Directors (both executive and non-executive directors and members of senior management).
- Recommend selection, evaluation, development, compensation (including retirement benefits) and succession planning of the CEO, COO, CFO, Company Secretary and Head of Internal Audit.
- Consider and approve recommendations of CEO on matters related to key management positions who report directly to CEO or COO.
- To approve and ensure dissemination of Company's Code of Conduct across the company.
- Undertake annually a formal process of evaluation of the performance of the Board as a whole and its committees.