

BATU KAWAN BERHAD

196501000504 (6292-U)

**TERMS OF REFERENCE OF
REMUNERATION COMMITTEE**

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**TERMS OF REFERENCE OF
REMUNERATION COMMITTEE**

KEY FUNCTION

To establish remuneration policies and procedures to attract and retain directors and senior management.

1. Membership

- 1.1 The Committee, to be composed exclusively of non-executive directors, shall consist of not less than three (3) members, a majority of whom are independent directors.
- 1.2 An Alternate Director shall not be appointed as a member of the Committee.
- 1.3 Appointments to the Committee shall be for a period of three (3) years, after which committee members may be eligible for re-appointment, provided that the director still meets the criteria for membership of the Committee.
- 1.4 Notwithstanding the abovesaid 3-year period, the Board may at any time change the tenure of a Committee member by passing a resolution to that effect.
- 1.5 If a member of the Committee resigns, dies or for any reason ceases to be a member which results in the number of members falling to below three (3), the Board shall, within three (3) months of that vacancy, appoint such number of new members as to restore the committee size to at least three (3) members.
- 1.6 The Committee member will cease to be a member when he ceases to be a director.

2. Chairman

- 2.1 The Board shall elect from amongst the Committee members a Chairman of the Committee. In the absence of the Chairman of the Committee, the members present shall nominate one amongst themselves to act as the Chairman of the meeting.
- 2.2 The Chairman of the Committee shall report on each meeting to the Board.

3. Secretary

- 3.1 The Company Secretary or a Joint Company Secretary shall act as Secretary of the Committee.
- 3.2 The Secretary shall record all proceedings and minutes of the Committee's meetings which shall be kept and circulated to all members of the Committee and of the Board.

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4. Quorum and Casting Vote

- 4.1 Any two (2) members of the Committee shall constitute a quorum.
- 4.2 Questions arising at any meeting shall be decided by a majority vote, each member having one vote and in the event of a tie, the Chairman of the Committee shall have a second or casting vote. However, at meetings where two (2) members form a quorum, or when only two (2) members are competent to vote on an issue, the Chairman will not have a casting vote.

5. Frequency of meetings

- 5.1 The Committee shall meet at least once a year or as frequently as required to perform the duties set out in these Terms of Reference.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman based on the scheduled meeting dates or as and when required.
- 6.2 Unless otherwise agreed by all the members of the Committee, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than seven (7) days before the date of the meeting.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 The draft minutes shall be circulated promptly to all members of the Committee for approval and thereafter be circulated to all other members of the Board.
- 7.3 The minutes of meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next meeting.

8. Circular Resolution

- 8.1 A resolution in writing signed by a majority of the members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee.
- 8.2 Such resolution shall be described as "Remuneration Committee Circular Resolution" and shall be recorded by the Secretary in the minutes book.
- 8.3 Any such resolution may consist of several documents in like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by email, facsimile, telegram or other forms of electronic communications.

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9. Duties

The duties of the Committee shall include the following:

- 9.1 To review and recommend to the Board the remuneration policy and framework for directors' and senior management.
- 9.2 To review and recommend the fees and benefits payable to the non-executive directors of BKB and where appropriate, other companies within the BKB Group, as well as the remuneration and terms of service of executive directors.
- 9.3 To review the Group's remuneration policy and framework, benefits and salary scales for its senior management and executives, taking into account the demands, complexities and performance of the Group as well as skills and experience required in order to attract and retain the right talent to drive the long-term objectives of the BKB Group.
- 9.4 To review and recommend the annual bonus quantum for bonus schemes applicable to employees of the BKB Group.
- 9.5 To review the terms and conditions of the service agreements and to consider and review the remuneration and compensation packages including overall benefits and tenure, where applicable, and to monitor the structures and levels of remuneration to ensure consistency with the Company's remuneration objectives of the following key senior management of the Group (or equivalent), namely:
 - (i) Managing Director of BKB;
 - (ii) Managing Director of Chemical Group;
 - (iii) Chief Financial Officer of BKB; and
 - (iv) Company Secretary of BKB,or any persons holding such positions by whatever name called.
- 9.6 To review the effectiveness of the Company's performance measurement and reward process.
- 9.7 To review the adequacy of the Terms of Reference in the light of new practices and regulatory requirements to ensure the Committee is operating at maximum effectiveness, and recommend any necessary changes as and when required.
- 9.8 To perform such other functions relating to the foregoing as the Board may, from time to time, request.

10. Authority

- 10.1 The Board may, in its discretion, delegate specific authority in specific situations or matters to the Committee within the scope of its assigned duties. Unless earlier delegated authority has been given, the Committee shall report its recommendations to the Board for consideration and approval.
- 10.2 The Committee shall have access to the advice and services of the Company Secretary and where necessary to independent professional advice and expertise at the Company's expense.

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11. Amendments to Terms of Reference

- 11.1 These Terms of Reference will be amended and modified from time to time in line with any changes in relevant legislation, codes or regulations (in so far as they are applicable to these Terms of Reference and are mandatory), and all such amendments and modifications shall be deemed incorporated without the requirement for further approvals from the Committee and the Board. The Committee and the Board shall thereafter be duly informed of such amendments and modifications.

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| Version | Date Issued/Revised |
| 1.0 | 16 May 2001 |
| 2.0 | 21 November 2008 |
| 3.0 | 21 May 2014 |
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