

## **Composition Qualification and Term of Committee**

- 1) The Nomination and Remuneration Committee comprises of 3 members which not less than 1 member has to be independent director.
- 2) The term of committee member is 3 years or equal to their directorship terms. The vacating member is eligible for re-election.
- 3) In the event that a position of member becomes vacant for any reason other than the end of his directorship term which mentioned in no. 2) i.e. termination, resignation or removal pursuant to a resolution passed at the shareholders' meeting, the board of directors shall appoint a qualified person to be a new member for completed of composition as requested by the Board. The replacement of member shall hold the office only for the remainder of the directorship term of the member whom he replaces.

## **Duties and Responsibilities**

- 1) Select qualified candidates to be nominated as the new company directors and the President and ensure that the nomination process is done with transparency before proposing to the Board or shareholders for approval
- 2) Review the remuneration policy and criteria for the company directors and the President, with duty of care, justice and rationality, before proposing to the Board or shareholders for approval
- 3) Nominate the company directors with competence and expertise to join the Sub-Committees to The Board for approval
- 4) Provide recommendations on directors' remuneration structure and composition to the Board
- 5) Evaluate the performance of the President in order to propose the remuneration for the President that is considered to be appropriate
- 6) Review the succession plan for the President position and review the candidate list on a yearly basis
- 7) Report the performance of the Nomination and Remuneration Committee to the Board and produce the Nomination and Remuneration report to be disclosed in the company's Annual Report and signed by the Chairman of the Nomination and Remuneration Committee
- 8) Other operations assigned by the Board of Directors