

C REMUNERATION COMMITTEE

1. MEMBERS AND MEETINGS

Members and details of attendance of Directors at the Remuneration Committee Meetings of the Company for the financial year ended 31 December 2009 are as follows:-

| Name of Directors | Directorship | Date of Appointment | No. of Meetings Attended |
|-------------------------------------|-----------------------------------------------------|---------------------|--------------------------|
| Halim Bin Haji Din (Chairman) | Independent Non-Executive Director | 22 May 2002 | 1/1 |
| Tan Sri Ab Rahman Bin Omar (Member) | Independent Non-Executive Director | 1 October 2003 | 1/1 |
| Chan Cheu Leong (Member) | Managing Director/ Group Chief Executive Officer | 22 May 2002 | 1/1 |

2. ROLE OF THE REMUNERATION COMMITTEE ("RC")

In compliance with The Malaysian Code on Corporate Governance (Revised 2007) (Part 1-B and Part 2-AA XXIV) ("the Malaysian Code"), the RC shall set the policy framework and recommend to the Board, the remuneration of the Executive Directors in all its forms, drawing from outside advice as necessary with the objective of ensuring:-

- a. that the Company's Executive Directors are fairly rewarded for their individual contributions to the Company's overall performance; and
- b. that the levels of remuneration are sufficient to attract and retain the directors needed to run the Company successfully.

The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole.

The individuals concerned should abstain from discussion of their own remuneration.

3. TERMS OF REFERENCE

i. Composition

The RC shall be headed by a non-executive Chairman and its members shall comprise wholly or mainly of non-executive Directors.

ii. Quorum of Meetings

A minimum of two (2) RC Members present in person shall constitute the quorum.

iii. RC Members

The RC Members are as disclosed above.

Any other person(s) may be invited or determined by the RC and/or the RC Chairman from time to time.

iv. Majority Decision

All decisions of the RC shall be decided on the votes of the simple majority of those Members present. However, no Executive Director shall participate in the discussion of his own remuneration.

Any decision or recommendation made at the RC shall be subject to the review and ultimate approval of the Company's Board of Directors.

v. Casting Vote

In the event there be an equality of votes, then the Chairman of the meeting shall have a casting vote.

REMUNERATION COMMITTEE (CONTINUED)**vi. Frequency of Meetings**

The Committee shall meet at least annually or at such other frequency as the Chairman may determine.

vii. Notice of Meetings

Minimum seven (7) days or such shorter notice as the RC may deem fit depending on the nature and prevailing circumstances at hand.

viii. Secretary

The Company's Company Secretary(s) shall be the Secretary(s) for the RC. In the event any of the Company Secretary(s) is unable to attend, an assistant or deputy Secretary(s) may be appointed for that specific meeting.

ix. Minutes of Meetings

The Secretary (which expression shall include the assistant or deputy Secretary appointed under item (viii)) shall table the minutes of each RC Meeting and shall circulate the same for each Member's record. The Chairman's confirmation of the Minutes shall be taken as a correct record of the proceedings thereat.

The Chairman shall report on each meeting to the Board.

x. Functions of the RC

Without prejudice to the generality of the foregoing, the RC shall:-

- a. Review, recommend and advise on all forms of directors' remuneration e.g.
 - Basic Salary
 - Profit-sharing schemes (if any)
 - Share options
 - Any other benefits;
- b. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors;
- c. To structure the component parts of the Executive Directors' remuneration so as to link rewards to corporate and individual performance; whereas, in the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular Non-Executive Director concerned;
- d. Conduct continued assessment of individual Executive Directors to ensure that remuneration is directly related to performance over time;

In this regard, the review of Non-Executive Directors' fees may take place at a different time of the year from the review of Executive Directors' salaries;
- e. To monitor and assess the suitability of such proposed performance related formula (e.g. whether the formula is based on individual performance, company profit performance, earnings per share, etc.) and to see that awards under the Company's share option schemes are consistent with the Company's overall performance and provide an additional incentive to management;
- f. To provide an objective and independent assessment of the benefits granted to Executive Directors;
- g. To ensure that there are adequate pension arrangements for the Executive Directors;
- h. To consider what other details of Executive Directors' remuneration to be reported in addition to the existing legal requirements, and how these details should be presented in the Annual Report;
- i. Introduce any regulation which would enable the smooth administration and effective discharge of the Committee's duties and responsibilities;



REMUNERATION COMMITTEE (CONTINUED)

- j. To furnish a report to the Board of any findings of the Committee;
 - k. Engage or appoint such other competent and professional advisers/consultants as may be deemed fit to assist the RC in the smooth discharge of its duties herein;
 - l. To establish a remuneration framework for key officers of the Group in order to attract and retain key personnel of requisite quality that increases productivity and profitability in the long run;
 - m. To review and determine the appropriate remuneration package for key officers of the Group as follows:-
 - Head Office – Group Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Group Company Secretary;
 - n. To review the salary increment or adjustment in the event of promotion or re-designation of key officers of the Group, where necessary;
 - o. To review the annual increment and bonus payment for key officers of the Group basing on the performance of the Group and performance of the individuals, where necessary;
 - p. To establish schemes, options and remuneration and compensation plans for the key officers of the Group, where appropriate; and
 - q. Generally, to decide and implement such other matters as may be delegated by the Company's Board of Directors from time to time.
- xi. Variation**
- The above Terms of Reference may be determined and/or varied by the Company's Board of Directors at anytime and from time to time.