

# Terms of Reference – Corporate Governance and Remuneration Committee

*(approved by the Board on 12 April 2018)*

## 1. Composition

The Committee shall comprise at least three members from the Board of Directors. All members shall be independent of the executive management.

The Board of Directors shall appoint the Committee Chair who shall chair the Committee meetings.

Each member of the Committee shall continue to be a Committee member until a successor is appointed, unless the member resigns, is removed by resolution of the Board of Directors or otherwise ceases to be a director.

Where a vacancy occurs, at any time in the Committee membership, it may be filled by the Board of Directors, if the membership of the Committee is less than three (3) directors.

Only members of the Committee have the right to attend meetings, however, other individuals such as the CEO, CFO and the management employee responsible for human resources may be invited to attend as appropriate.

## 2. Secretary

The Group Company Secretary or a nominee shall act as Secretary of the Committee.

## 3. Quorum

Three members must be present to form a quorum. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 4. Meetings

The Committee shall meet not less than once a year and at such other times as required. The meetings can take place either in the form of physical meetings or phone conferences.

## 5. Notice of Meetings

Meetings of the Committee shall be convened by the Secretary of the Committee at the request of any member thereof or at the request of the CEO, a Board Director, the Management employee responsible for human resources or another member of the Company's Management.

Unless otherwise agreed, 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 with a copy to the chairman of the Board of Directors, no less than five days prior to the date of the meeting.

## 6. Authorities and Duties in respect of Corporate Governance

The Committee shall act as an advisory committee to the Board of Directors on issues related to corporate governance of the Group.

In particular, the Committee shall have the following functions, duties and responsibilities:

- Review and report to the Board of any relevant legislation, report, position, paper or other developments on the subject of corporate governance generally and the duties and responsibilities of directors in particular;
- Ensure that a Committee member is nominated to receive alerts from the Company's whistle-blowing email addresses;
- Annually review and report to the Board on the appropriateness and relevance of the Group's corporate governance commitments and structure and how these are presented to the market;
- Review and recommend for approval by the Board any appropriate changes to the Group's corporate governance commitments;
- In first quarter each year, review and prepare a report on the Group's compliance with its corporate governance commitments;
- In the first quarter each year, review and prepare a report on the Group's Corporate Social Responsibility;
- Monitor the functioning of the Board and its committees and recommend governance issues to be discussed by the Board and committees to ensure timely and complete information and decision-making at the Board and committee levels;
- Review as required, and at least annually, the Terms of Reference of the Board of Directors and committees and recommend to the Board of Directors any amendments as deemed necessary or advisable;
- Annually review the Group's commitments and recommend to the management and the Board any required or desired changes;
- Annually review and report to the Board on the status of the Group's management system, and status of the Group's internal control and risk management systems (other than financial controls which are under the supervision of the Audit and Risk Committee) and opine on whether these are appropriate in relation to the extent and nature of the Group's activities;
- At least annually, ensure receipt of an internal audit report concerning the various departments and employees' compliance with various commitments and procedures comprising the Group's management system and review and report to the Board of Directors the conclusion of such internal audit report; and
- Annually together with CEO review the Group's most important areas of exposure to risk and present the conclusions to the Board of Directors.

## 7. Authorities and Duties in respect of Remuneration

The Committee shall act as an advisory committee to the Board of Directors on issues related to remuneration of the employees of the Group. The term “remuneration” includes all benefits granted to employees, hereunder allowances, salaries, various incentive schemes, pension schemes and various types of insurances.

In particular, the Committee shall:

- Annually review the ongoing appropriateness and relevance of the framework/broad remuneration policy for the employees of the Group based on information and possibly recommendations from the CEO. In reviewing the remuneration policy, ensure that employees of the Group are provided with appropriate incentives, including bonus payments and share options to encourage enhanced performance and that they are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Group;
- Review annually remuneration trends of competitor companies;
- Review and consider any proposal or request from the CEO concerning remuneration;
- Review and recommend for approval by the Board of Directors, the design of and targets for any performance-related pay schemes to be operated by the Group and recommend the total annual payments under such schemes;
- Review and recommend for approval by the Board of Directors, at the first Board meeting of each new year, the goals for Executive Management;
- Review and recommend for approval by the Board of Directors, the framework and principles for annual increase of salaries and adjustment of allowances and recommend the total annual increase/adjustment of such items;
- Review and recommend the design of all share incentive plans for approval by the Board of Directors and General Meeting;
- Review and recommend for approval by the Board of Directors, the policy for termination payments and compensation of commitments;
- Review and recommend the remuneration of the CEO for approval by the Board of Directors;
- Review the total individual remuneration package of each member of the executive management determined by the CEO for verifying that the individual packages are fair to the individual and the Group;
- Annually review the policy for authorizing the reimbursement of any claims for expenses from the CEO; and
- Annually guide and review the content of the annual report on senior management remuneration.

## **8. Minutes of the Meetings**

- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- Action Points arising out of Committee meetings shall be circulated to all members of the Committee and to the chairman of the Board of Directors latest one week after the meeting.
- Draft minutes of Committee meetings shall be circulated to the Committee Chair and subsequently to committee members within three weeks and made available on request to other members of the Board of Directors. Meeting minutes shall be approved at the following Committee meeting.

## **9. Reporting/Recommendations**

- The Committee Chair shall report to the Board of Directors on the Committee's work at least once a year.
- The Committee shall present its recommendation to the Board of Directors on all proposals made by CEO related to remuneration of employees and by management related to corporate governance.
- The Committee shall annually review its own performance and present the review for comments to the Board of Directors.
- The Committee shall annually review the terms of reference for the Committee and recommend any changes to the Board of Directors for approval.