

REMUNERATION COMMITTEE CHARTER

1. INTRODUCTION

The Remuneration Committee assists and supports the board of directors of Keck Seng (Malaysia) Berhad (8157-D) (“**Company**”), within the authority delegated by the board of directors of the Company (“**Board**”), on matters relating to the remuneration of the directors and senior management of the Company and its groups of companies (collectively “**Group**”).

2. ROLE AND RESPONSIBILITIES

2.1 The responsibilities of the Remuneration Committee are as follows:

- (a) To review and recommend to the Board for approval the remuneration of the executive directors and non-executive directors of the Company.
- (b) To review the Managing Director’s recommendations regarding the remuneration of the senior management of the Group and to ensure that such remuneration is aligned with market trends.
- (c) To ensure that the Group’s remuneration and incentive policies, practices and performance indicators are aligned with the Board’s vision, values and overall business objectives and are appropriately designed to:
 - (i) motivate the executive directors and senior management to pursue the long term growth and success of the Group; and
 - (ii) demonstrate a clear relationship between the achievement of the Company’s objectives and the remuneration of the executive directors and senior management.
- (d) To recommend to the Board for approval any benefits or compensation payable on the termination of the services of executive directors and senior management and to review changes in policy, where necessary.

2.2 The relevant director is to abstain from deliberations and voting on the decision in respect of his own remuneration package.

2.3 In discharging their responsibilities, the Remuneration Committee members shall have a duty to act in the best interests of the Group as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

3. AUTHORITY

The Remuneration Committee shall, in accordance with the procedure to be determined by the Board and at the expense of the Company, have the authority to obtain independent professional or other advice in discharging its responsibilities under this Charter.

4. COMPOSITION

- 4.1 The Remuneration Committee shall comprise exclusively of non-executive directors, a majority of whom must be independent directors. The Remuneration Committee shall have at least three (3) members.
- 4.2 The Chairman of the Remuneration Committee shall be an independent director appointed by the Board. No alternate director of the Board shall be appointed as a member of the Remuneration Committee.
- 4.3 In the event of any vacancy in the Remuneration Committee, the vacancy shall be filled within three (3) months.

5. MEETINGS

- 5.1 The Remuneration Committee will meet as and when the need arises subject to the minimum of one (1) meeting per year.
- 5.2 In order to constitute a quorum in respect of a meeting of the Remuneration Committee, the majority of the members present must be independent directors. If the chairman of the Remuneration Committee is absent from a meeting, the members present will select a chair for that particular meeting.
- 5.3 All Remuneration Committee members are expected to attend each meeting in person or through other approved means, such as teleconferencing or video conferencing.
- 5.4 The Remuneration Committee may invite any other directors or any employee within the Group to attend its meeting to assist the Remuneration Committee in its deliberations.
- 5.5 In the event the Remuneration Committee requires matters to be approved by way of a written resolution, a resolution in writing signed or approved by letter or telefax or other electronic means by all members of the Remuneration Committee, shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly called and constituted. Any such



APPENDIX C
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resolution may be executed in any number of counterparts, each signed by one or more members of the Remuneration Committee all of which taken together and when delivered to the company secretary of the Company (“*Company Secretary*”) shall constitute one and the same resolution.

6. VOTING

Any matter requiring decision will be decided by a majority of votes of members present.

7. SECRETARIAT DUTIES

- 7.1 The Company Secretary will act as secretary to the Remuneration Committee. The Company Secretary will assist the chairman of the Remuneration Committee to develop and distribute agendas, papers and minutes.
- 7.2 All Remuneration Committee members shall have direct access to the Company Secretary for advice or to use his/her services on matters relating to the Group.

8. MINUTES

Minutes must be prepared by the Company Secretary and circulated to the members for confirmation. The minutes of meeting must be approved and signed by the chairman and kept under the custody of the Company Secretary.

9. REVIEWS

The Remuneration Committee will from time to time review this Charter to ensure that it remains consistent with the Board’s objectives and responsibilities and the then prevailing laws and regulations. The Board will also review this Charter from time to time.