

HUMAN RESOURCE REMUNERATION AND NOMINATION COMMITTEE

The HR Remuneration and Nomination Committee is appointed by the Board to assist the Board in fulfilling its responsibilities relating to leadership development and compensation and performance evaluation of the Company's directors, executive officers and other key management personnel and is also responsible for selecting best candidates for each seat on the board.

The terms of reference of this committee include the following:

- Review the HR policies and make appropriate amendments, if needed.
- Review and approve manpower development plan and budget.
- Review and recommend annual appraisal and salary revision of senior executives of the Company.
- Review and approve any changes required in perquisites and benefits of senior executives and employees.
- Approve terminations and acceptance of resignations for senior executives.
- Implement the Board's policy on Board's renewal so that the Board's members individually and collectively
- continue to maintain target skill levels and independence.
- Make recommendations to the Board with regard to the nomination for appointments or reappointment of members of the Board consistent with appropriate criteria established in their profiles and any succession plans.
- Ensure proper orientation of Board members in respect of their responsibilities.
- Establish a mechanism for the formal assessment of the effectiveness of the Board as a whole as well as the contributions of individual Board members.
- Make recommendations to the appropriate authority within the Company for dismissal and retirement of members
- Make recommendations to the Board with respect to succession planning for the Chief Executive Officer and
- other members of senior management and with respect to the management development principles.
- Make recommendations to the Board on nominations of members of Board Committees.
- Review the management development status and succession plans for key officers as well as general-talent management of the Company.
- Ensure that all directors receive appropriate ongoing training as required for them to fulfill their role requirements.