

**SAMCHEM HOLDINGS BERHAD**  
Registration No. 200701039535 (797567-U)  
(Incorporated in Malaysia)

**REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

**1. Composition**

The Committee shall be appointed by the Board from amongst the Directors of the Company consisting wholly or mainly of Non-Executive Directors.

It shall consist of not less than three (3) members.

**2. Quorum**

Two (2) members present shall form a quorum for meetings.

**3. Chairman**

The members of the Committee shall elect a Chairman from among their members who shall be an Independent Non-Executive Director. In the absence of the Chairman of the Remuneration Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

**4. Secretary**

The Secretary to the Remuneration Committee shall be the Company Secretary or his/her representative(s).

**5. Meetings**

- (a) The Remuneration Committee shall meet at least once a year or at such other times as the Chairman of the Committee deems necessary.
- (b) Question arising shall be decided by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Remuneration Committee.

- 2 -

- (c) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- (d) Any resolution in writing, signed or assented to by all the members of the Committee shall be as valid and effectual as if had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Committee.

#### **6. Responsibilities**

- (a) To recommend to the Board the framework of remuneration of Executive Directors and key senior management, and the remuneration package for each Executive Director and key senior management, drawing from outside advice as when necessary.
- (b) To recommend to the Board guidelines for determining remuneration of Non-Executive Directors.
- (c) To recommend to the Board any performance related pay schemes for Executive Directors and key senior management.
- (d) To review the scope of service contract of Executive Directors (if any).
- (e) To consider the appointment of the service of such advisers or consultants as it deems necessary to fulfill its functions.
- (f) To review any major changes in remuneration policy and employee benefit structures throughout the Company or Group, and if thought fit, recommend them to the Board for adoption.

#### **7. Reporting Procedures**

- (a) The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendation of the Committee.
- (b) Executive Directors do not participate in discussion on their own remuneration.

- 3 -

- (c) The determination of remuneration package of Non-Executive Directors should be a matter for the Board as a whole.
- (d) Level of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully.
- (e) Change in membership of the Remuneration Committee.
- (f) Decisions and recommendations of the Committee shall be reported to the Board.

\*\*\*\*\*