



CONFIDENTIAL & RESTRICTED

**NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF
DIRECTORS**

TERMS OF REFERENCE

VERSION 1.2

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Company Number: 310628-D

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1. TERMS OF REFERENCE

1.1 Membership

Chairman	:	Dato' Ab. Halim bin Mohyiddin
Members	:	Tuan Haji Ghazali bin Awang Tan Sri Dato' Sri Abi Musa Asa'ari bin Mohamed Nor
Secretaries	:	En. Khaeruddin bin Sudharmin En. Ahmad Noor bin Sulong
Quorum	:	Two (2) Members
Frequency of Meeting	:	At least twice a year or as and when requested by the Chairman

1.2 Terms of Reference – Nomination

To identify, review and recommend to the Board candidates to fill Board vacancies as and when they arise;

To review the structure, size and composition (including the skills, knowledge and experience) and make recommendations in relation to the same;

To evaluate on an annual basis, the effectiveness of the Board as a whole, the Board Committees and each Directors' ability to contribute to the effectiveness.

To undertake an assessment on the independency of its Independent Directors annually.

To review the training needs of the Non-Executive Directors, to ensure adequacy of the same and also to provide orientation to new Directors as well as continuous training for all Directors throughout the year.

1.3 Roles and Responsibilities - Nomination

To consider, evaluate and recommend to the Board any new Board appointments. The recommendations made shall be based on the following:-

Size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate is able to contribute to the existing Board and Group

Regularly review the structure, size and composition

Assist the Board in reviewing its required mix of skills and experience and other qualities Non-Executive Directors should bring to the Board

Include a statement in the annual report about its activities, the membership of the Committee, and number of Committee meetings held.

Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment of the individual Director.

1.4 Terms of Reference - Remuneration

To review and recommend to the Board of Directors the general remuneration policy of HeiTech Group

To review and recommend to the Board of Directors the remuneration terms and benefits of Executive Director

To recommend to the Board of Directors suitable incentive plan including the setting of appropriate performance targets

To perform other functions in relation to its duties, as and when delegated by the Board of Directors.

1.5 Roles and Responsibilities

To recommend the remuneration and benefit schemes of the executive directors, members of other Board committees and top executives of the Company as follows:-

- Recognize the link between risks and the reward;
- Safeguard against manipulation;
- Set ceiling limits;
- Be capable of sustaining and improving the quality and output of management behaviour and the effectiveness of decisions;
- Focus on elements of management work and behaviour which are essential to the achievement of corporate objective;
- Look at industry standard and/or external comparators;

- To recommend suitable short and long term incentive plans for the executive directors, members of other Board committees and top executives of the Company, including the settling of appropriate performance targets and offering management development programs;
- To provide statement on remuneration of executive and non-executive directors in the Company's Annual Report;
- To provide a forum to which the Chairman may be invited to discuss issues relating to the directors;
- To ensure that its functions and decisions complied to statutory and regulatory requirements and consistent with the company's overall performance
- To perform other functions, in relation to its duties, as and when delegated by the Board of the Company.

End of Section
