

**REMUNERATION COMMITTEES**

- Members : a) Wholly or mainly non-executive directors;  
b) Executive directors should play no part in decisions on their own remuneration
- Membership of Committee should appear in Directors' Report
- Secretary : One of the Company's Secretaries as decided by the Chairman of the Committee.
- Frequency of meeting : As and when required.

**TERMS OF REFERENCE**

1. Review and recommend the general remuneration policy of the Group.
2. Review annually the compensation of directors.

Recommend to the Board the remuneration of Executive Directors in all its forms, drawing from outside advice as necessary.

Remuneration package of Non-Executive Director and Non-Executive Chairman should be a matter for the Board as a whole. The individuals concerned should abstain from discussion of their own remuneration.

3. Plan for succession to the position of Chairman of the Board and Chief Executive Officer as well as certain other senior management positions in the Group. The Chief Executive Officer annually provides the Committee with an assessment of senior managers and their potential.
4. Review the performance of Chief Executive Officers and Executive Directors within the Group.
5. Recommend the appointment and promotion of top executives (General Managers and above) within the Group, determine their salaries and recommend salary revisions and improvements as are considered necessary together with fringe benefits, perquisites and bonus programmes.
6. Recommend suitable short and long-term incentive plans including the setting of appropriate performance targets as well as a programme for management development.
7. Carry out such other assignments as may be delegated by the Board.

**NOMINATING COMMITTEES**

- Members : 3 – 4 exclusively Non-Executive Directors a majority of whom are independent.
- Secretary : One of the Company Secretaries as decided by the Chairman of the Committee.
- Frequency of meeting : As and when required.

**TERMS OF REFERENCE**

The Nominating Committee should not have delegated powers to implement its recommendations. It should be obliged to report its recommendations back to the full Board for its consideration and implementation.

1. Annually review the Board's required mix of skills, experience, quality and core competencies which Non-Executive Directors should bring to the Board. This should be disclosed in the Annual Report.
2. Annually assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
3. Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.
4. Consider candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
5. Recommend to the Board, Directors to fill the seats on Board committees.
6. Consider and recommend suitable persons for appointment as Board members of subsidiary and associate companies as Group nominees and to annually review their contribution.
7. Consider and recommend a policy regarding the period of service of Executive and Non-Executive Directors on the Boards of the Group and its subsidiary and associate companies.
8. Consider and recommend solutions on issues of conflict of interest affecting Directors of the Group and its subsidiary and associate companies.
9. Consider and recommend any measures to upgrade the effectiveness of Directors of the Group and its subsidiary and associate companies.
10. Carry out such other assignments as may be delegated by the Board.