

REMUNERATION COMMITTEE CHARTER

REMUNERATION COMMITTEE CHARTER

1. OBJECTIVE

The remuneration committee's objectives are:

- To annually review and recommend to the board the remuneration paid to the board members;
- Assess and recommend to the board the remuneration of group's management;
- Assess and recommend to the board the participation of all employees in the incentive plan;
- Ensure staff remuneration is aligned with market trends; and
- Ensure that the group's remuneration and incentive policies, practices and performance indicators are aligned to the board's vision, values and overall business objectives and are designed to motivate all directors and employees to pursue the group's growth and success.

When discharging their responsibilities, the committee members have a duty to act in the best interests of the group, irrespective of personal, professional, commercial or other interests, loyalties or affiliations.

2. MEMBERSHIP

The remuneration committee and its chairman will be appointed by the board. The membership committee will:

- Consist of at least three directors, the majority of whom must be independent non-executive directors; and
- Be chaired by an independent non-executive director, who is not the chairman of the board.

Directors serving on the remuneration committee should have diverse, complementary backgrounds and be independent of the management and the company.

To ensure that the remuneration committee continually comprises the best balance of knowledge, skills, experience, diversity and independence, the board will review its membership annually. Termination of remuneration committee membership must be agreed by the board.

3. RESPONSIBILITIES AND DUTIES

The remuneration committee must assume the following responsibilities:

- Oversee the development and annual review of the remuneration policy and present it to the board for approval;
- Monitor implementation and administration of the remuneration policy;
- Determine remuneration for executive directors in accordance with the remuneration policy;
- Ensure that the group's remuneration policies are aligned with its strategy and create long-term value for the group over the long term; and
- Recommend the fees paid to non-executive directors and members of board sub-committees to be approved by the shareholders.

4. AUTHORITY

The remuneration committee:

- Has the power to investigate any activity within the scope of its mandate, as delegated by the board;
- Assists the board in fulfilling its responsibilities regarding the determination of remuneration and remuneration policies; and
- Has reasonable access to all information, including group records, property and personnel, and must be provided with resources to fulfil its responsibilities.

The remuneration committee is authorised by the board to:

- Investigate any activities within its mandate;
- Seek outside legal or other independent professional advice; and
- Seek any information it requires from any employee. All employees are directed to cooperate with any requests made by the remuneration committee.

5. REPORTING

The remuneration committee must report and make recommendations to the board regarding any issues that may arise. The board retains the responsibility for implementing such recommendations.

The committee shall make a statement in the Integrated Report on:

- Its overall role and associated responsibilities and functions;
- Its composition, including each member's qualifications and experience;
- Any external advisors or invitees who regularly attend committee meetings;
- Any remuneration consultants appointed and whether they have any other connection with the company;
- Key areas of focus during the reporting period;
- The number of meetings held during the reporting period and attendance at those meetings; and
- Whether the committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

6. MEETINGS

The remuneration committee meets at least once per financial year. Ad hoc meetings are held to consider special business, as required. The chief executive officer attends meetings of the remuneration committee, or part thereof, if needed to contribute pertinent insights and information.

The company secretary, in consultation with the chairman of the remuneration committee, will prepare an agenda to be circulated, with supporting documentation to all committee members, at least five days prior to each meeting to the members of the remuneration committee. A quorum of the remuneration committee shall be at least fifty percent of the remuneration committee members.

Where necessary, the remuneration committee will invite any other relevant person to attend meetings.

The committee will review their charter annually to provide assurance that it remains consistent with the board's objectives and responsibilities.

7. ATTENDANCE

The chairman of the committee shall attend the annual general meeting to answer questions concerning matters falling within the ambit of the committee.

8. EFFECTIVE DATE

This charter replaces any previous board charter of the committee, which shall cease to be of any further force and effect from the date this charter is approved by the board.

This charter will be deemed to be accepted by, and be binding upon, all existing and future members of the board and/or board committee members from their acceptance of appointment as directors and/or board committee members, as the case may be, without any further action required.