

Terms Of Reference of Human Resource & Remuneration Committee

Committee Composition & Structure

The Human Resource & Remuneration Committee (HRRC) comprises of minimum three members, with the majority being non-executive directors, including at least one independent director. The Chief Executive Officer (CEO) shall be included as a member, while the Head of Human Resources participate as secretary.

Leadership & Meetings

- The Committee is chaired by an independent director to ensure impartial governance.
- Meetings are held at least once per financial year, with additional meetings convened as required by the Board, Committee members, CEO, or Head of Human Resources.

Conflict of Interest Policy

Members shall abstain from discussions regarding their own performance evaluation, service terms, or remuneration to maintain objectivity and transparency.

Key Responsibilities & Functions

The Committee is responsible for driving strategic human resource and remuneration policies, ensuring alignment with corporate governance principles. Its core functions include:

- Establishing a policy framework for director remuneration and recommending it to the Board.
- Reviewing and implementing formal evaluation processes for the Board, its members, and committees.
- Advising the Board on human resource management policies and leadership development.
- Overseeing the selection, performance assessment, development, and compensation of key executive positions, including the Chief Operating Officer, Chief Financial Officer, Company Secretary, and Head of Internal Audit.
- Ensuring transparency in the engagement of external HR and remuneration consultants.
- Evaluating and recommending annual salary increments and bonuses before Board approval.

Board Nomination & Succession Planning

The Committee provides strategic input on the Board's structure, size, and composition, ensuring alignment with corporate governance best practices. It also advises on recommendations for Board committees and chairmanship appointments.

Diversity, Equity & Inclusion (DE&I) Oversight

The Committee actively promotes a culture of inclusivity and equal opportunity by developing and recommending diversity, equity, and inclusion (DE&I) policies and initiatives while ensuring compliance with legal and regulatory DE&I standards. It upholds gender diversity, equitable representation, and workplace inclusivity, tracking progress through key performance indicators (KPIs) and reporting to the Board. The Committee establishes mechanisms to prevent and address workplace discrimination and harassment, publishes transparent DE&I disclosures in corporate reports, and submits an annual DE&I progress report to the Board.

Approval & Governance Compliance

The Committee's Terms of Reference are formally approved by the Board of Directors, reinforcing the company's commitment to regulatory compliance and governance excellence.