



ASTRAL ASIA BERHAD

Registration No. 199601002254 (374600-X)
(Incorporated in Malaysia)

Remuneration Committee (Terms of Reference)

Objectives

The Remuneration Committee ("RC") of Astral Asia Berhad ("AAB") was established to ensure that the level of remuneration is adequate to attract and retain the Directors and Senior Management needed to run the Company successfully and at the same time taking into cognizance the Listing Requirements of Bursa Malaysia Securities Berhad, and any other pertinent regulations and laws, as well as revisions which may come into force thereafter to ensure transparency when developing remuneration policy for executive and Senior Management as well as for individual Directors. It also endeavours to develop a structure so as to link rewards to corporate and individual performance so far as Executive Directors and Senior Managers are concerned.

Composition

1. The RC shall consist of three (3) members appointed by the Board from amongst the directors of the Company, all of whom must be Non-Executive Directors and a majority of whom are Independent Directors.
2. The quorum of a meeting shall be any 2 members.
3. The Chairman of the RC shall be an Independent Director. In the absence of the Chairman of the RC, the members may elect from among themselves the Chairman for the meeting.

Authority

1. The EDs and Non-EDs shall abstain from the deliberations and voting in respect of their own remuneration.
2. The RC is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.
3. The RC is also authorised by the Board to obtain, at the Company's expense, outside legal or other professional and/or independent advice on any matters within its terms of reference.
4. The RC makes no decision on behalf of the Board but makes recommendations to the Board.

Duties & Responsibilities

The duties and responsibilities of the RC are as follows:

1. Review and determine, at least once annually, adjustments to the remuneration package, including benefits in kind, of the Directors and Senior Management, taking into account the performance of the individual, the inflation price index, and where necessary, information from independent sources on remuneration packages for equivalent jobs in the industry.
2. Review and determine the quantum of performance related bonuses, benefits-in-kind and Employee Share Options, if available, to be given to the Directors and Senior Management.
3. Consider and execute the renewal of the service contracts of Executive Directors and Senior Management as and when due, as well as the service contracts and remuneration package for newly appointed Directors and Senior Management prior to the appointment.
4. Execute any other duties as may be assigned by the Board of Directors from time to time.

Meetings

1. The RC shall meet at least once a year. The quorum for a meeting of the RC shall be two (2) members.
2. The Secretaries to the RC shall be the Company Secretaries of the Company or any other person appointed by the RC. The Secretaries shall be responsible for the coordination of administrative details including calling the meetings, voting and keeping of minutes;
3. The procedure of the meeting are as follows:-
 - i. The members may regulate their meetings as they think fit.
 - ii. Every notice convening meeting shall specify the day, hour and agenda of the meeting and shall be given to all members at least seven (7) days before the meeting.
 - iii. Any question arising at any meeting shall be decided by a majority of votes and a determination by a majority of members. In the case of an equality of votes the Chairman shall not have any casting vote including but not limited to the case where the quorum is made up of only two (2) members.
 - iv. The minutes of the meetings shall be kept at the registered office of the Company; and
 - v. The RC shall report on each meeting to the Board.

Review of the Terms of Reference

The Terms of Reference shall be reviewed and may be amended by the RC as and when it deems appropriate and shall be presented to the Board for approval.