

B.I.G. INDUSTRIES BERHAD 199001003718 (195285-D)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Composition of Remuneration Committee

The Remuneration Committee shall be appointed by the Board of Directors from among its members which fulfils the following requirements:

- (a) the Remuneration Committee shall consist of no fewer than three (3) members;
- (b) all Remuneration Committee members must be Non-Executive Directors, with a majority of them being Independent Directors;
- (c) the Chairman of the Remuneration Committee shall be an Independent Non-Executive Director.

The appointment shall terminate when a member ceases to be a Director.

2. Objectives

The objectives of setting up the Remuneration Committee in accordance with the Malaysian Code on Corporate Governance are mainly to recommend to the Board the remuneration packages of Executive Director, Non-Executive Directors and Senior Management to attract, retain and drive the long-term objectives of the Group. Also, to carry out such duties as may be delegated by the Board from time to time.

3. Authority

The Remuneration Committee has available to it the services of external advisers as and when it deems necessary. Also, it is accessible to appropriate resources and information as required to discharge its functions.

4. Duties and Responsibilities

The duties and responsibilities of the Remuneration Committee are as follows:

- To review and determine the remuneration of Directors and Senior Management base on individual performance and responsibilities.
- To assure the level of remuneration is sufficient to attract and retain Directors and Senior Management.
- To ensure the policy of remuneration is in line with the overall practice on remuneration packages, compensation and benefits of the market practice and corporate performance of the Group.

5. Meeting and Reporting Procedures

Number of Meeting

The Committee shall meet at least once a year. The Chairman shall also convene a meeting of the Committee if requested to do so by any member, the management or the Board of Directors to consider any matter within the scope and responsibilities of the Committee.

Attendance of Meeting

Senior management may be required to attend any of its meetings to assist in resolving and clarifying matters raised.

Quorum

A quorum shall not be less than two (2) members present in person.

6. Secretary to Remuneration Committee and Minutes

The Company Secretary shall be the Secretary of the Committee and as a reporting procedure, the minutes of each meeting shall be kept and circulated to the members of the Committee and also to all members of the Board for noting and action, where necessary.