

**SERN KOU RESOURCES BERHAD
(COMPANY NO. 519103-X)**

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Members

Chairman

i) Low Peng Sian @ Chua Peng Sian (Managing Director)

Member

ii) YBhg Datuk Dr Haris Bin Haji Salleh (Senior Independent Non-Executive Director)

iii) Dr Tan Chee Huat (Independent Non-Executive Director)

iv) Leou Thiam Lai (Independent Non-Executive Director)

2. Composition and Membership

- i) The Remuneration Committee ("RC") shall be appointed from amongst the Board.
- ii) The RC shall consist of not less than two (2) members.
- iii) The RC shall comprise exclusively or majority of Non-Executive Directors, a majority of whom must be independent.
- iv) The office of a RC member shall automatically be vacated when he ceased to be a Director of the Company.
- v) In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.
- vi) No alternate director shall be appointed as a member of the RC.
- vii) The terms of office to the Committee shall be for a period of up to three (3) years, the Board may re-appoint the members of the Committee in every three years, provided that the majority of the Committee members remain independent.

3. Chairman

The Chairman shall be elected by the Committee from amongst their members who is an Independent Director as approved by the Board.

If the Chairman is not independent, the members of RC must comprise a majority of Independent Directors.

The Chairman shall be responsible for ensuring that the entire Board is kept regularly informed about the RC's work and, where necessary, must submit matters to the Board for approval.

If the Chairman is not present at a meeting within fifteen (15) minutes after the time appointed for holding the meeting, the members of the Committee may elect one (1) of their numbers to be the chairman of the meeting.

4. Secretary

The Company Secretary or her nominee shall act as Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

SERN KOU RESOURCES BERHAD (COMPANY NO. 519103-X)
TERMS OF REFERENCE OF REMUNERATION COMMITTEE

The Secretary or her nominee shall be in attendance at each Committee meeting and record the proceedings of the meeting thereat and minute the resolutions.

The Secretary shall also be responsible for keeping the minutes of meetings of the Committee and circulating them to the Committee Members. The Committee Members may inspect the minutes of the Committee at the Registered Office of the Company.

5. Meetings

- i) The Committee shall meet at least once a year and hold additional meetings as and when necessary depending on the level of responsibility and complexity of the Group.
- ii) The Members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- iii) The quorum for a meeting shall be two (2) members with a majority of the Independent Directors present at the meeting. The Committee at which a quorum is present is considered to be competent for the exercise of its authorities, powers and discretions vested upon it.
- iv) All decisions at such meeting shall be decided on a show of hands on a majority of votes. The Chairman shall have a casting vote.
- v) Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chairman of the Committee based on planned calendar dates. Notice of each meeting confirming the venue, time and date, together with an agenda of items and its supporting papers to be discussed, shall be forwarded to each member of the Committee, no later than seven (7) days before the date of the meeting.
- vi) The Committee shall have the right to invite other Directors, Management and consultants as applicable to participate in the Committee meetings, as and when necessary, to carry out its responsibilities.
- vii) The Secretary or his/her nominee shall minute the proceedings and resolutions, including the names of all attendees. Draft minutes of meetings of the Committee shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other directors, unless a conflict of interest exists.
- viii) The Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- ix) The Chairman shall report to the Board on its proceedings after each meeting on matters within its duties and responsibilities. The RC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

SERN KOU RESOURCES BERHAD (COMPANY NO. 519103-X)
TERMS OF REFERENCE OF REMUNERATION COMMITTEE

- x) Except in the case of an emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to the RC member either personally or by fax or e-mail, fax, or by post or by courier to his/her registered address as appearing in the Register of Directors or to the address provided by the RC member, as the case may be.

6. RC RESOLUTIONS IN WRITING

In the event the RC require matters to be approved by way of a written resolution, a resolution in writing signed or approved by letter or telefax or other electronic means by all members of the RC, shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted.

Any such resolution may be executed in any number of counterparts, each signed by one or more members of the RC all of which taken together and when delivered to the Secretary shall constitute one and the same resolution.

7. Purpose

The RC shall assist the Board to implement its policies and procedures on remuneration, including the followings:-

- i) To assist the Board in developing and administering a fair and transparent remuneration policy of Directors and senior Management of the Company to attract, retain and motivate them to drive Company's long term success and growth.
- ii) To review and recommend to the Board on the remuneration of Non-Executive Directors, by taking into account the level of expertise, commitment and responsibilities undertaken.
- iii) To review and recommend to the Board on the total individual remuneration package for Executive Directors and senior Management officer including, where appropriate, bonuses, incentive payments within the terms of the agreed remuneration policy and based on individual performance.

8. Duties and Functions

The main functions and duties of the Committee shall include, but are not limited to the following:-

- i) Recommend and advise the Board the remuneration and terms of conditions (and where appropriate, severance payments) of the Executive Directors (including the Managing Director ["MD"], Chief Financial Officer ["CFO"]), ensuring that remuneration is set at a competitive level for similar roles within comparable markets to recruit, attract, retain and motivate high calibre, individuals and so structured as to align their interest with those of the Company and shareholders.
- ii) Establish a formal and transparent procedure for developing framework or policy on remuneration packages of individual directors, taking into consideration the following:-

SERN KOU RESOURCES BERHAD (COMPANY NO. 519103-X)
TERMS OF REFERENCE OF REMUNERATION COMMITTEE

- In case of Executive Directors (including the MD and CFO), the component parts of remuneration should be structured so as to link rewards to corporate and individual performance; and
 - In the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibility undertaken by the Non-Executive Director concerned.
- iii) Monitor structures and levels of remuneration for other senior executives and make recommendations, if appropriate, to ensure consistency with the Company's remuneration objectives.
 - iv) Approve any major changes to employee compensation and benefits arrangements applicable to the Executive Directors and senior Management.
 - v) Approve incentive plans for the Executive Directors and senior Management, and any amendments to such plan.
 - vi) Carry out other responsibilities, functions or assignments as may be defined by the Board of Directors from time to time.
 - vii) Establish and review the benefits in all its form for the Executive Directors, Non-Executive Directors, MD, CFO and key Management positions under the employment within the Group.
 - viii) Review and approve annual salary increments and bonuses for the Executive Directors, MD, CFO and key Management positions under the employment of the Group.
 - ix) Obtain external advice, where necessary, on benefits for the Executive Directors, Non-Executive Directors and key management positions under the employment of the Group.
 - x) Review the performance of, and recommend to the Board of Directors for approving the annual total remuneration packages (guaranteed pay, short and long-term incentives and any compensation payable for loss or termination of office or appointment) of individual Executive Directors and senior Management;
 - xi) Determination of remuneration packages of directors, including Non-Executive Chairman, should be determined by the Board of Directors as a whole and the individuals directors concerned (whether executive or non-executive) should abstain from discussing and from participating in decisions of their own remuneration packages.

Others

a) **Shareholders' Meeting**

The Chairman of the Committee should attend the Shareholders' Meeting to answer any shareholder's questions on the Committee's activities, in particular on areas pertaining to proposed resolutions for shareholders to consider on the Directors' fee and Directors' Remuneration (excluding directors' fees) for each financial year.

SERN KOU RESOURCES BERHAD (COMPANY NO. 519103-X)
TERMS OF REFERENCE OF REMUNERATION COMMITTEE

b) Reporting Responsibilities

The Chairman of the Committee shall report to the Board on its proceedings after each meeting of the Committee. The Committee shall make recommendations to the Board as appropriate on any area within its responsibility or as delegated by the Board, where action or improvement is needed. The Committee shall produce a report to be included in the Company's annual report about its activities and the disclosure of Directors' Remuneration or senior management's remuneration (where applicable).

9. Rights and Authority

The RC shall:-

- i) have the resources which are required to perform its duties;
- ii) have full and unrestricted access to all information and resources as deemed appropriate for the discharge of its responsibilities to the Company;
- iii) have the right to obtain independent professional or other advice at the Company's expense;
- iv) be entitled to the services of the Company Secretary to ensure that all appointments are properly made, that all necessary information is obtained from Board, both the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.
- v) have the right to invite any employees of the Group to attend RC meetings and to brief the RC Members on matters being deliberated;
- vi) meet as and when required on a reasonable notice and have the right to regulate its own procedure on the calling of meeting; and
- vii) have the right to provide recommendations to the Board for consideration and approval.

10. Terms of Reference

The Committee should recommend any change to the terms of reference in such manner as the RC deems appropriate to the Board for approval.

The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirement that may have an effect on the Committee's responsibilities.

It shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the RC's roles and responsibilities.