

REMUNERATION COMMITTEE OF KANGER INTERNATIONAL BERHAD

The terms of reference of the Remuneration Committee are as follows:

- a) Composition of Remuneration Committee
The Remuneration Committee shall be appointed by the directors composed of no fewer than two (2) non-executives directors.
 - b) Secretary to the Remuneration Committee
The Company Secretary shall be the Secretary to the Committee.
 - c) Quorum
A quorum shall consist of a majority of independent directors and shall be two (2).
 - d) Duties
The duties of the Committee shall be:
 - Establish and recommend to the Board the remuneration structure and policy for the Executive Directors and key management and key technical personnel, including the terms of employment, any benefit, pension or incentive scheme entitlement and any compensation payable on the termination of the service contract by the Group, and to review changes to the policy, as necessary;
 - To review the Group policy on individual remuneration packages for Executive Directors, key management and key technical personnel to ensure the levels of remuneration be sufficiently attractive and be able to retain them and to recommend the remuneration to the Board;
 - Establish the performance criteria to evaluate the performance of our Directors and ensuring that the remuneration of Directors are reflective of the responsibility and commitment of Directors concerned; and
 - To assist the Board in discharging responsibilities relating to, amongst others, compensation strategy, succession planning, management development and other compensation arrangement.
- The remuneration of the Executive Directors is structured as to link rewards to corporate and individual performance. In respect of the Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken and is a matter for consideration by the Board as a whole. Each individual Director shall abstain from discussion pertaining to their own remuneration.
- e) Circular Resolutions
A resolution in writing signed or approved by all of the Committee members who may at the time be present in Malaysia shall be valid and effectual as of it has been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as “Remuneration Committee Members’ Circular Resolution” and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded in the Minutes Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.