

**FRONTKEN CORPORATION BERHAD
200401012517 (651020-T)**

Remuneration Committee – Terms of Reference

1. Objectives

Remuneration Committee shall assist the Board to:

- Review the overall remuneration policy for Directors, Chief Executive Officer (“CEO”) and key Senior Management to ensure that rewards commensurate with their level of expertise, responsibilities and contributions to the Company;
- Develop and establish competitive remuneration policies and packages that supports the Company’s objectives, strategies and enhances shareholders’ value;
- Consider and examine such other matters as the Committee considers appropriate.

2. Membership

2.1 The members of the Committee shall be appointed by the Board and shall consist of at least two (2) members;

2.2 The members of the Committee shall consists of a majority of independent Directors;

2.3 The members of the Committee shall elect a Chairman from amongst themselves;

2.4 In the event of any vacancy in the Committee resulting in the number of members being reduced to below (2), the Board shall, within three (3) months, fill the vacancy;

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

3. Meetings

3.1 The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Committee Chairman’s discretion;

3.2 The quorum for the meeting shall be two (2) members.

4. Duties

4.1 To establish, review and recommend for the approval of the Board a policy and procedure for Directors, CEO and key Senior Management’s overall remuneration;

4.2 To review the fees and benefits payable to the Directors. The Committee shall make its recommendation to the Board and the respective Directors shall abstain from the discussion of their own remuneration. The levels of remuneration for the Non-Executive Directors and Independent Directors shall reflect their scope of responsibilities undertaken and contributions to the effective function of the Board;

4.3 To review the annual performance of the CEO and key Senior Management and recommends to the Board specific adjustments in remuneration and/ or reward package, if any, reflecting, among other things, their contribution to the Company's growth and profitability for the year;

4.4 To ensure that the total remuneration package be sufficiently attractive and competitive to be able to retain the CEO and key Senior Management, and that it is consistent with the Company's short and long term objectives;

4.5 To review the ongoing appropriateness and relevance of the remuneration policy as well as to recommend changes to the Board whenever necessary.

5. Reporting

The Chairman of the Committee shall report each remuneration meeting and make the necessary recommendations, if any, to the Board.

6. Secretary

The Company Secretary or their nominee shall act as Secretary to the Committee.

7. Modification

The terms and provisions contained in this terms of reference are subject to revision from time to time by way of addition, modification or otherwise as the Board may in its discretion deem fit.

8. Written terms of reference

The Board shall made available its written terms of reference on the website of the Company.