

CORPORATE GOVERNANCE STATEMENT (CONT'D)

2. STRENGTHEN COMPOSITION (CONT'D)**(c) Nomination Committee (cont'd)**

The Board has yet to formalize a policy on Boardroom diversity and does not set any specific diversity targets in the Boardroom. Nonetheless, The Company already has a well-diversified Board and the current composition of the Board with a female director serves well to Recommendation 2.2 of the Code. The Company recognizes and embraces the benefits of having a diverse Board, and seeing increasing diversity at Board level as an essential element in maintaining a competitive advantage. Diversity will be considered in determining the optimum composition of the Board and all appointments will be based on merit, having due regard to the overall effectiveness of the Board.

The Nomination Committee has met once during the financial year, to review and recommend the re-election of Directors who are subject to retirement by rotation at the Annual General Meeting of the Company as well as to carry out an annual review on:-

- the effectiveness of the Board, the Board Committees and the contribution and performance of each individual Director;
- the composition and size of respective Boards of the Group and the board balance between Executive Directors, Non-Executive Directors and Independent Directors;
- the independency of Independent Directors;
- the required mix of skills, experience, qualification and other core competencies of the respective Boards of the Group; and
- the training programmes attended by the Directors during the financial year.

(d) Remuneration Committee

The Remuneration Committee comprises 1 Independent Non-Executive Director and 2 Non-Independent Non-Executive Directors and is chaired by an Independent Non-Executive Director. It meets as and when required but the full Committee shall meet not less than once a year.

The Remuneration Committee's objective is to provide a formal and transparent procedure for developing remuneration policy for Directors and CEO(s) (if any) and ensure that compensation is competitive and consistent with the Group's culture, objectives and strategy. The Remuneration Committee is authorised by the Board to:-

- recommend a framework for the remuneration of Directors and CEO(s) (if any) for the Board's approval;
- recommend specific remuneration package for Executive Director(s) and CEO(s) (if any) of the Group; and
- recommend remuneration package for Non-Executive Directors.

All Directors are provided with directors' fees. The directors' fees are approved by the shareholders at the Annual General Meeting ("AGM"). Audit Committee Members and Independent Directors of other Board Committees are also remunerated with meeting allowances. The Group also reimburses reasonable expenses incurred by Directors in the course of carrying out their duties as Directors.