

BOARD CHARTER

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. CONSTITUTION

The Remuneration Committee was established on 23 February 2006.

2. FUNCTIONS

The Remuneration Committee (the “**Committee**”) is established to:

- (i) Develop and formulate a transparent policy on the remuneration of Directors, and to set the remuneration package of the individual Director;
- (ii) Adopt a formal and transparent procedure for determining the remuneration package of the Director, which is to be based on objective considerations of the merits and values of the Director’s contribution to the Company;
- (iii) Ensure that the Executive Director’s remuneration, benefits and rewards are linked to corporate and individual performance;
- (iv) Ensure that the remuneration package is sufficient to attract and retain the Directors needed to manage the Company successfully; and
- (v) Review the remuneration packages from time to time to gauge its competitiveness and attractiveness, and to make recommendations if and when necessary.

The Committee shall also perform such other functions assigned by the Board of Directors.

3. CHAIRMAN

The Chairman of the Committee shall be elected amongst the members of the Committee and shall be an Independent Non-Executive Director. The Chairman shall chair all meetings of the Committee other than matters concerning him/herself.

4. MEETINGS

The Committee shall meet at least one (1) time a year and such meetings as the Chairman shall decide in order to fulfil its duties. A quorum shall consist of a majority of Committee members, and the majority present must be Independent Directors.

Member of committee may participate in a meeting by means of conference telephone, conference videotape 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.

5. DIRECTOR'S REMUNERATION POLICY

There is no set quantum in terms of director fees/allowances for Non-Executive or Executive Directors. At present, the monthly fees of the current Board members are as follows:

- (i) Non-Executive Directors:
 - (a) Chairman of the Audit Committee – RM 3,000
 - (b) Other Directors – RM 2,000

- (ii) Executive Directors (not mentioned in the Annual Report):
 - (a) Executive Deputy Chairman – RM 1,000

6. ELECTED MEMBERS

For information on the current members of the Remuneration Committee, please refer to the *Corporate Information* section, under “**Investor Relations**” on the Company’s corporate website at: <http://www.connectcounty.org/>

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