

HUMAN RESOURCE COMMITTEE

Terms of Reference

The Terms of Reference of the Board Human Resource Committee include the following:

- Ensure applicability of Human Resource Management policies to the entire workforce including recruitment, training, performance management, succession planning and compensation philosophy;
- Selection, evaluation, compensation (including retirement benefits) and Succession Planning of the CEO;
- Selection, evaluation, compensation (including retirement benefits) of CFO, Company Secretary and the Head of Internal Audit.

AUDIT COMMITTEE

Terms of Reference

The committee's terms of reference are consistent with the Code of Corporate Governance and broadly include:

- Review of the interim and annual financial statements of the Company prior to approval by the Board of Directors
- Discussions with the external auditors of major observations arising from interim and final audits; review of management letter issued by the external auditors and management's response thereto
- Review of scope and extent of internal audit ensuring that the internal audit function has adequate resources and is appropriately placed within the Company
- Recommending to the Board of Directors the appointment of external auditors by the Company's shareholders and any question of resignation or removal of external auditors, audit fees and provision by external auditor of any service to the Company in addition to the audit of its financial statements
- Ascertain adequacy and effectiveness of the internal control system including financial and operational controls, accounting system and reporting structure
- Determination of compliance with relevant statutory requirements and monitoring compliance with the best practices of corporate governance