

UNIQUE HOTEL AND RESORTS LIMITED
Nomination and Remuneration Committee
Terms of Reference (TOR)

1.00 PURPOSE

- 1.01** The role of the Nomination and Remuneration Committee (the "Committee") is to develop and maintain a formal, rigorous and transparent procedure for making recommendations on appointments and re-appointments to the board of the Company (the "Board"). In addition, it is responsible for recommending appointment to the Board of subsidiary Companies, and to review the succession plans for the executive Directors, the non-executive Directors and top level executives. The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and Independence of Directors and top level executive as well as a policy for formal process of considering remuneration of Directors, top level executive;
- 1.02** The Committee's responsibility and authority covers the Company and its direct and indirect subsidiaries (the "Group").

2.0 CONSTITUTION OF THE COMMITTEE

- 2.01 a) The Committee shall comprise of at least 03 (three) members including an Independent Director.
- b) All members of the Committee shall be non-executive Directors.
- c) Members of the Committee shall be nominated and appointed by the Board.
- d) The Board shall have authority to remove and appoint any member of the Committee.
- e) In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.
- f) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee.

2.02 SECRETARY OF THE COMMITTEE:

The Company Secretary shall act as the secretary of the Committee. In the absence of the Company Secretary his or her nominee, shall act as the secretary of the Committee (the "Secretary") and shall ensure that where members have concerns on any matters raised or any proposed action, those concerns are recorded in the Committee minutes.

2.03 MEETING FEE:

The members of the subcommittee will be entitled to receive Director's fees or honorarium for attending each meeting as decided by the Board. No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.

2.04 CHAIRPERSON OF THE COMMITTEE:

- a) The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an Independent Director.
- b) In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.
- c) The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders.

Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.

2.05 VOTING POWER:

Only members of the Committee shall have the right to attend and vote at Committee meetings. However, other individuals such as the Chief Executive Officer, other Directors and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary and with the agreement of the Committee Chair. The Committee shall remain independent of management and majority shareholders at all times.

2.06 Each member of the Committee shall disclose to the Committee:

- (a) Any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee;
- (b) Any potential conflict of interest arising from a cross-directorship.
- (c) Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

3.00 QUORUM :

The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must. The quorum of the NRC meeting shall not be constituted without attendance of at least an independent director.

4.00 MEETINGS :

- 4.1 **Frequency of the meeting:** The NRC shall conduct at least one meeting in a financial year. The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC. The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.
- 4.2 **Notice of the meeting :** Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall, unless otherwise agreed, be issued to each Committee member and, as appropriate, any other person invited to attend, no later than three working days before the date of the meeting, to enable full and proper consideration to be given to the issues. All reasonable efforts should be made to arrange such meetings so that members are able to attend them.
- 4.3 **Casting vote :** The Committee Chair shall have a casting vote in the event of an equality of votes and attendees may be asked to leave to allow discussions of matters relating to them. The Secretary shall ascertain at the beginning of each meeting of the Committee the existence of any conflicts of interest and minute them accordingly.

5.00 AUTHORITY :

5.1 The Board authorizes the Committee to:

- a) Investigate any activity within its Terms of Reference and make recommendations to the Board which it deems appropriate on any area within its remit where action or improvement is needed.
- b) Seek any information it requires from or request the attendance at any of its meetings of any director or any employee of the Group and all directors and employees are expected to co-operate with any requests made by the Committee.
- c) Use any form of resource that it considers to be appropriate, including obtaining, at the Company's expense (such expense to be agreed in advance with the Committee Chair).
- d) Legal or other independent professional advice as it considers necessary to fulfil its responsibilities on any matter within its Terms of Reference and to secure attendance of outsiders with relevant experience and expertise; and where directors have concerns which cannot be resolved about the business of the Committee or a proposed action, they should ensure that their concerns are recorded in the Committee minutes. On resignation, a Non-Executive Director should provide a written statement to the Committee Chair, for circulation to the Board, if they have any such concerns.

6.00 ROLE AND RESPONSIBILITIES:

- a) NRC shall be independent and responsible or accountable to the Board and to the shareholders.
- b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the Directors, top level executive, considering the following:
 - (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - (ii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- (iii) Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- (iv) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (v) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- (vi) Formulating the criteria for evaluation of performance of independent directors and the Board;
- (vii) Identifying the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria upon the assistance of the Chief Executive;
- (viii) The Chief Executive Officer shall prepare the organogram of the Company along with human resources and training policies and NR committee shall recommend and review the policies annually. The Committee will place those policies before the Board for approval instruct the Management to act as per the approved policy and guidelines;
- (ix) The Company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.

7.00 SUCCESSION PLAN :

The Committee shall:

- (a) Give full consideration at regular intervals to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Group and the skills and experience needed in the future.
- (b) In assistance of the Chief Executive Officer the Committee shall formulate the plans for recommendation to the Board on succession for both Executive and Non-Executive Directors and, in particular, for the key roles of Chairman and Chief Executive Officer.

8.00 OTHER MATTERS :

In assistance of the top level executive or CEO, the Committee shall review and recommend the following:

- a) The re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- b) The annual re-election by shareholders of any director having given due consideration to their performance and ability to continue to be effective and contribute to the Board in the light of the knowledge, skills and experience required and specific account being taken of the need for progressive refreshing of the Board particularly where a non-executive director has served for 6 years or more.
- c) Any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract.
- d) The appointment of any Director to an executive or other office, including the role of Senior Independent Director.
- e) The Board's policy for the selection and appointment of senior management.
- f) The Board's policy for the selection and appointment of the Company Secretary: and the Committee will also make recommendations to the material subsidiary Boards of the Group on the membership of their Board committees, where applicable, in consultation with the Chair of the relevant committees.

9.00 BOARD EVALUATION:

The Committee Shall:

- (a) Consider and set the criteria for the performance review of each Non-Executive Director;
- (b) Ensure that annual assessments of the performance of the Chairman, the Chief Executive Officer, and the Chief Financial Officer are undertaken;
- (c) Ensure an annual performance evaluation is undertaken of the effectiveness of the Board, each Committee of the Board and the contribution of each Director, such evaluation to be externally facilitated at least once every three years;
- (d) Ensure the Committee reviews the results of the board evaluation processes that relate to the Board composition.

- (e) Ensure that the conclusions and recommendations arising out of the annual board evaluation and the individual performance evaluations are reported to the Board; and
- (f) Agree an action plan addressing the results of the board evaluation and monitor performance on a regular basis against the agreed plan.

10.00 REPORTING RESPONSIBILITIES :

- a) The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- b) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, unless it would be inappropriate to do so.
- c) The Committee shall provide such recommendations to the Board as it deems appropriate on any areas within its remit where action or improvement is needed or desirable.
- d) The Committee shall make a statement in the Company's annual report of its membership and a description of its duties and activities including:
 - i) The process it has used in relation to Board appointments and explain if external advice or open advertising has not been used; and
 - ii) Description of the Board's policy on diversity, including gender, and measurable objectives that it has set for implementing the policy and progress on achieving the objectives.
- e) The Committee Chair shall be available to answer questions about the Committee's activities at the annual general meeting of the Company. All other members of the Committee shall also attend the annual general meeting.

11.00 REVIEW :

- a) The Committee will conduct an annual review of its performance and ensure that it is provided with sufficient resources to undertake its duties, and that sufficient training is provided to the members on appointment and on an on-going basis and recommend any changes that it considers necessary to the Board for approval.
- b) These Terms of Reference shall be reviewed by the Committee as required at least once a year.