

K&S CORPORATION LIMITED

NOMINATION & REMUNERATION **COMMITTEE CHARTER**

1. Composition of the Committee

- 1.1 The Committee is to be comprised of three non-executive directors.
- 1.2 There should be a majority of independent non-executive directors on the Committee.
- 1.3 The chairman of the Committee must be an independent non-executive director.
- 1.4 The Managing Director may attend meetings by invitation, but the Managing Director must not be present when his performance or remuneration are being considered by the Committee.

2. Functions and Responsibilities of the Committee

- 2.1 The functions and responsibilities of the Committee are to:
 - a) make recommendations to the Board on remuneration policies and practices;
 - b) review the remuneration of non-executive directors and make recommendations to the Board;
 - c) review the remuneration of senior management and make recommendations to the Board;
 - d) review the aggregate remuneration payable to salaried staff and make recommendations to the Board;
 - e) review policies and processes in relation to workforce diversity;
 - f) upon request by the Board, assess the necessary and desirable competencies of members of the Board;
 - g) upon request by the Board, assess the methodology used by the Board for performance reviews; and
 - h) upon request by the Board, make recommendations on the selection and appointment of new members of the Board.
- 2.2 The Committee is only empowered to make recommendations to the Board and has no executive power. Executive responsibility cannot be delegated to the Committee by the Board.
- 2.3 As the Board is only comprised of six members:
 - a) assessment of the necessary and desirable competencies of members of the Board;
 - b) reviews of the performance of the Board; and
 - c) the selection and appointment of new members of the Board,

will normally be undertaken by the Board as a whole, although any aspects of these functions may be remitted to the Committee for review and recommendation.

3. Meetings

- 3.1 The Committee meets a minimum of two times per year and as necessary.
- 3.2 Meetings of the Committee may be called by the Chairman of the Committee, the Company Secretary, and at the request of the Board.
- 3.3 Two members of the Committee constitutes a quorum.

4. Access to Resources and Advice

- 4.1 For the purposes of proper performance of its duties, the Committee has access to internal and external resources and is entitled to obtain professional advice at the Company's expense. Any advice obtained by the Committee must be made available to the Board upon request and is to be treated as advice to the Board.

5. Annual Review

- 5.1 The Committee will review its own performance annually.
- 5.2 The Committee will also review this Charter on an annual basis. No changes to this Charter will be made without the approval of the Board.