

Code of Conduct and Terms of Responsibility of Nomination and Remuneration Committee

1. NRC shall be independent and responsible or accountable to the Board and to the shareholders.

2. NRC shall oversee, among others, the following matters and make report with recommendation to the Board:

i) 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:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;

(b) the relationship of remuneration to performances clear and meets appropriate performance benchmarks; and

(c) 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;

ii) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;

iii) 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;

iv) formulating the criteria for evaluation of performance of independent directors and the Board;

v) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and

vi) developing, recommending and reviewing annually the company's human resources and training policies;

3. To recommend, review and/or make revisions of human resource management policies, including compensation and appraisal policies of ATML.

4. To ensure that compensation policy is not biased in favor or against any particular position or positions;

5. To recommend to the board the selection, evaluation, compensation (Including retirement benefits) of Chief Operating Officer (COO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS) or any other position comparable with these roles;

6. To oversee proper implementation of all Human Resource policies; and

7. To submit written reports to the Board of ATML regarding activities and proceedings as and when requested by the Board.