

NATIONAL HOUSING DEVELOPMENT COMPANY LIMITED (NHDC)

HR COMMITTEE CHARTER

1. Purpose

- 1.1 The primary function of the HR Committee (hereinafter referred to as 'the Committee) is to advise the Board of Directors on all aspects of recruitment, selection of staff members, branding, communication and other staff matters at NHDC

2. Membership

- 2.1 The Committee shall comprise of at least three (3) members. The Chief Executive Officer/Managing Director/ Officer in Charge, HR Manager, Administrative Manager and the Communication Consultant will be in attendance. The Communication Consultant will report to the HR Committee.
- 2.2 Only members of the Committee have the right to attend the Committee meetings. However, the Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.3 The Board shall appoint the Committee Chairperson. In the absence of the Committee chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position.

3. Secretary

- 3.1 The Committee shall be assisted by a Secretary.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be **any two (2)** members.

5. Frequency of meetings

- 5.1 The Committee shall meet as often as necessary.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chairperson of the Committee or any member of the Committee.
- 6.2 Notice of each meeting of the Committee confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers shall, other than under

exceptional circumstances, be forwarded to each member of the Committee and any other person required to attend the meeting, prior to the date of the meeting.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 The Committee's minutes shall be circulated to the members of the Committee and to the Chairperson of the Board and may also, if the Chairperson of the Committee so decides, be circulated to the other members of the Board. Once approved and duly signed, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chairperson.

8. Written Resolution

- 8.1 Decision may also be taken by way of written resolution signed by all members of the Committee. Members may also give approval by electronic means (such as facsimile, electronic mail or other similar means of communication).

9. Terms of Reference

The Committee should carry out the following duties and responsibilities:-

- (a) To determine, agree and develop the company's general policy pertaining to remuneration, recruitment and promotion of employees;
- (b) To review the terms and conditions of service of employees;
- (c) To give employees any encouragement (motivating) to enhance the company's performance and to ensure that they are fairly, but responsibly rewarded;
- (d) To determine any benefits in kind, annual bonuses, performance-based incentives, share incentives, pensions and other benefits to be paid to employees;
- (e) To ensure transparency when recruiting and promoting or when providing any such benefits to employees;
- (f) To ensure that all vacancies shall be filled on basis of performance, experience, seniority and qualification;
- (g) To determine the training and redeployment program; and
- (h) To optimize Human Resource employment within NHDC, including the rotation of staff.

10. Remuneration

- 10.1 Members of the Committee shall be paid such special remuneration in respect of their appointment as shall be recommended by the Board and ratified or approved by

Shareholders. Such special remuneration shall be in addition to the monthly remuneration payable to Directors.

10.2. The level and structure of remuneration for Directors shall be determined at the Shareholders' Meeting.

11. Reporting responsibilities

11.1 The Committee Chairperson shall report to the Board on its proceedings.

11.2 The Committee shall make recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Other matters

The Committee shall:

12.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and Management for assistance as required.

12.2 Give due consideration to laws and regulations, the principles of the Code of Corporate Governance and any other applicable rules.

12.3 Arrange for periodic reviews of its own performance and as and when required, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. Authority

13.1 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

APPROVED BY THE BOARD OF DIRECTORS OF NHDC ON 21 MAY 2021.