



APC GROUP INC.

APC GROUP INC. COMPENSATION AND REMUNERATION COMMITTEE CHARTER

This Charter establishes the purpose, composition, responsibilities, and operations of the Compensation and Remuneration Committee (the “Committee”).

1. PURPOSE

The Committee’s primary purpose is to decide, determine and approve, by majority vote of all of its members, matters relating to the compensation, remuneration and benefits of the Company’s officers and directors; and to provide communications with the Board of Directors and, as appropriate, communications with shareholders and regulators. Its overall strategy is to ensure that employees are rewarded for their contribution to the Company’s operating and financial performance

2. COMPOSITION

The Committee shall be composed of at least three (3) members. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled by the Board of Directors.

3. RESPONSIBILITIES

The responsibilities of the Committee are:

- 3.1. Establish a formal and transparent procedure for developing policies and for fixing the remuneration packages of directors, executives and other key senior personnel;
- 3.2. Designate amount of remuneration, which shall be in a level sufficient to attract directors, executives and other key senior personnel needed to run the company successfully;
- 3.3. Develop a form on Full Business Interest Disclosure as part of the preemployment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;
- 3.4. Disallow any director to decide his/her own remuneration;
- 3.5. Submit to the Corporate Governance Committee, for publication in the Annual Report, a concise and understandable disclosure of compensation of its directors and executive officers for the previous year and the ensuing year;

4. REPORTING RESPONSIBILITIES

The Committee Chairman must report to the Board of Directors regarding the Committee actions and activities. The Committee shall make recommendations to the Board of Directors as and when it considers appropriate in relation to its duties and responsibilities.

5. COMMITTEE ADVISORS

The Chief Executive Officer and Human Resources Head shall be advisors to the Committee, and may be delegated such responsibilities as the Committee deems appropriate. The Committee is authorized to hire independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

6. ANNUAL REVIEW OF CHARTER

The Committee shall conduct an annual review of this Charter and propose any enhancements as may be deemed necessary for Board approval.