

MEDICAL DISPOSABLES AND SUPPLIES LIMITED
CHARTER FOR COMPENSATION AND HUMAN RESOURCES
COMMITTEE

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1. Purpose

The Compensation and Human Resources Committee of the Board of Directors (“the Board”) of Medical Disposables and Supplies Limited (“the Company”) assists the Board in fulfilling its fiduciary responsibilities relating to the fair and competitive compensation of the non-executive directors, executives and other employees of the Company, and the administration of the general employee welfare plans of the Company.

2. Organisation

The committee is comprised of a minimum of three (3) directors, as determined by the Board of Directors, the majority of whom shall be “Independent Directors” (as defined in the Company’s Corporate Governance Charter).

In addition to the Committee members, the Managing Director and General Manager will function as management representatives, and will attend all meetings, except those during deliberations on their own compensation, and except those when the committee determines their attendance is not appropriate.

The committee members and its chairperson are appointed by the Board. The Board may fill vacancies on the committee and may remove a committee member at any time with or without cause.

The committee shall have authority to retain consultants of its selection to advise it with respect to the Company’s salary and incentive compensation and benefits programmes.

3. Meetings

The committee shall meet according to the annual schedule approved by the Board. Two members of the committee shall constitute a quorum for any meeting. Any action of a majority of the committee members present at any meeting at which a quorum is present; or any action of the committee if all of the committee members have signed a Round Robin Resolution circulated by the Corporate Secretary, shall be an action of the committee.

4. Responsibilities

The responsibilities of the committee are to:

- 4.1 Conduct evaluations and determine the compensation for the Managing Director, the General Manager and other members of the executive management team;
 - a) Review and approve goals and objectives for the Managing Director (“MD”) and the General Manager (GM); consider the evaluations of the MD and GM conducted by the Board of Directors against such goals and objectives.
 - b) Consider the evaluations of the other senior managers conducted by the MD and GM. Review and approve the annual compensation framework for the MD and GM and the other executive officers. Agree on the compensation framework, including salary, target performance incentive, short and long-term incentive awards, perquisite/fringe benefits, and other forms of compensation. In setting such compensation programmes, review the compensation practices of comparable companies, coordinate the framework with the goal of achieving ongoing effectiveness, and seek to set the appropriate financial performance measures, targets and goals for the MD and GM and senior management.
 - c) Report to the Board on the foregoing annual compensation framework and details of the compensation for the MD and GM and senior management.
- 4.2 Board Compensation
Review and recommend to the Board any changes to the components and amount of compensation for its members.

- 4.3 **Employee Plans**
Review, approve and report to the Board when materially modifying any compensation programmes that yield payments and benefits that are not reasonably related to the employees' performance and that have a material cost impact to the Company or, to the extent required by law, have a significant impact to employees, including fringe benefit programmes.
- 4.4 **Executive Agreements**
Review, approve and report to the Board with input from the MD and GM, all newly hired executives' offer packages and new and existing executives' employment contracts.
- 4.5 **Committee Evaluations**
Conduct an annual performance evaluation of the Committee.
- 4.6 **Minutes**
Prepare minutes of the committee meetings containing information regarding actions, discussions and decisions taken at the meeting and submit to the Board at its next meeting.

5. Review of Charter

The Committee shall review and reassess the adequacy of this Charter biennially and amend it if necessary.