

OBJECTIVES

The Policy is designed with the aim to support the Company's key strategies and create a strong performance-oriented environment, and be able to engage and retain talent. The Remuneration Policy shall adhere to the following key principles:-

- To provide a level of remuneration that motivates, encourages, attracts and retain employee of highest calibre.
- To ensure that the total remuneration shall be set at levels that are competitive with the relevant market and industry and align with shareholders' interest and best market practice.
- To provide remuneration that is performance-based.
- To provide an appropriate level of transparency to ensure the policy underlying remuneration is understood by investors.
- To ensure a level of equity and consistency.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee determines the Company's remuneration policies with the aim of attracting, motivating and retaining high calibre Executive Directors and Non-Executive Directors and Senior Management to deliver value for shareholders. The Remuneration Committee is, among other things, responsible for the following:-

- To ensure the levels of remuneration be sufficiently attractive and be able to retain directors needed to run the Company with success
- To recommend to the Board of Directors the policy and framework for Directors' remuneration as well as the remuneration and terms of service of Executive Directors and anyone that the Board deem fit.
- To review annually and recommend to the Board the overall remuneration policy for the Executive Directors and key Senior Management Officers of the Group to ensure that rewards commensurate with their contributions to the Group's growth, profitability and the policy supports shareholders' value consistent with its culture and strategy.
- To review annually the performance of the Executive Directors and key Senior Management Officers and recommend specific adjustments in remuneration and/or reward payment if any, reflecting their contributions for the year and which are competitive and consistent with its culture and strategy.
- To ensure the level of remuneration for Non-Executive Directors and Independent Directors are linked to their level of responsibilities undertaken and contributions to the Board.
- To structure the total remuneration of executive directors so as to link rewards to corporate and individual performance.
- To assess the needs of the Company for candidates as and when required.
- To recommend to the Board of Directors for approval of the proposed remuneration packages of the executive directors.

The Executive Directors concerned play no part in the decision of their own remuneration but may attend the Committee meetings at the invitation of the Chairman of the Remuneration Committee, if their presence is required. The determination of Non-Executive Director's remuneration is decided by the Board, as a whole and subject to shareholders' approval, with individual Directors abstaining from discussion of his or her own remuneration.

FOR EXECUTIVE DIRECTORS:-

Policy on Salaries

The remuneration of Executive Directors is made up of basic salaries and fringe benefits.

Salaries for Executive Directors consist of both fixed (i.e. base salary). The remuneration levels of EDs are structured to enable the Company to attract and retain the most qualified Executive Board members.

Policy on Other Benefits (Non-Cash Benefits or Benefits-In-Kind)

The Company may provide competitive benefits to Executive Directors, such as a fully expensed car or leave passage. Allowances relating to business expenses (i.e. entertainment and travel) incurred are reimbursed such that no additional compensation is given to the Executive Directors.

FOR NON-EXECUTIVE DIRECTORS:-

The remuneration of Non-Executive Directors is made up of Directors' fees and meeting allowances.

Non-Executive Directors receive remuneration in the form of Directors' fees and meeting allowances (collectively, known as emoluments) as compensation for their services plus the reimbursement of expenses incurred, if any, in the course of performing their services.

The emoluments of Non-Executive Directors are reviewed by the Remuneration Committee and Board annually. Fees payable to Non-Executive Directors shall not be increased except in pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting. Based on recommendations from the Nomination and Remuneration Committee, the Board shall submit any adjustments in Directors' fees to the General Meeting for approval by shareholders.

Non-Executive Directors are not entitled to receive bonuses nor participate in short-term and/or long-term incentive plans.

MEASURABLE OBJECTIVES

On an annual basis, the Nomination and Remuneration Committee shall discuss and agree on all measurable objectives for offering fair remuneration packages for Executive Directors and Non-Executive Directors and recommend them to the Board for adoption.

The Board is free to seek to improve one or more aspects of the remuneration packages and measure progress accordingly. On this, the Board may seek professional advice from outside sources to assist the Board in formulating an attractive compensation and benefits package that aims to attract, retain and motivate talents.

MONITORING AND REPORTING

Disclosure of Directors' remuneration shall be made in the corporate governance statement of the Company's Annual Report. Such report shall include details of the Directors' remuneration in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad.

REVIEW OF THE POLICY

On a periodic basis, the Nomination and Remuneration Committee shall review and assess the effectiveness and continued relevance of this Policy.

REVISION TO THE POLICY

Any requirement for amendment shall be deliberated by the Nomination and Remuneration Committee, and any recommendation for revisions shall be presented to the Board for approval.