



KIM HIN JOO (MALAYSIA) BERHAD

Registration No. 197801000642 (37655-U)

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

POLICY

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION POLICY

1.0 INTRODUCTION

This policy sets out the criteria to be used in recommending the remuneration package of Executive Directors (“**EDs**”), Non-Executive Directors (“**NEDs**”) (collectively referred to as “**Directors**”) and Senior Management of Kim Hin Joo (Malaysia) Berhad (the “**Company**”), as well as the subsidiaries of the Company (collectively, the “**KHJ Group**”) which includes, amongst others, the Chief Financial Officer and relevant Heads of Departments to be determined from time-to-time and is in line with the principles and practices of the Malaysian Code on Corporate Governance 2017 (“**MCCG**”).

The Board has a Remuneration Committee (“**RC**”) to implement its policies on remuneration including reviewing and recommending matters relating to the remuneration of the Directors and Senior Management.

2.0 OBJECTIVES

The policy is designed with the aim to support the Company’s key strategies and create a strong performance-oriented environment. The Remuneration Policy shall adhere to the following key principles:-

- a) Attract, develop and retain high performing and motivated Directors and Senior Management with a competitive remuneration package;
- b) Provide a remuneration such that the EDs and Senior Management are paid a remuneration commensurate with the responsibilities of their positions, reflecting their contributions for the year and which are competitive and consistent with its culture and strategy; **and**
- c) Ensure the level of remuneration of NEDs are linked to their level of responsibilities undertaken and contributions to the Board.

The RC is empowered to make qualitative and quantitative assessment of performance in reaching its recommendations. The RC is also empowered to provide appropriate disclosure of their assessment, if required, so that KHJ’s shareholders can understand the basis of its recommendation.

3.0 REMUNERATION COMPONENTS

3.1 Remuneration for EDs and Senior Management

The remuneration of EDs is made up of basic salaries, monetary incentives, fringe benefits and Directors’ fee.

The remuneration of Senior Management is made up of basic salaries, monetary incentives and fringe benefits.

The remuneration level is determined according to:

- a) The scope of the duty and responsibilities;
- b) The conditions and experiences required;
- c) The ethical values, internal balances and strategic targets of the Company;

- d) The corporate and individual performance;
- e) Current market rate within the industry and in comparable companies; and.
- f) The scale and complexity of both the business and the role.

The remuneration levels of EDs and Senior Management are structured to enable the Company to attract and retain the most qualified EDs and Senior Management.

3.2 Bonus

The bonus in the case of EDs and Senior Management is designed to reward outstanding performance. The bonus is granted to the EDs and Senior Management based on their performance against annual measures and targets set at the start of the year as well as Group's financial performance. A discretionary assessment is made to ensure that all factors which include measurable and qualitative criteria are considered.

3.3 Remuneration for NEDs

NEDs receive remuneration in the form of Directors' fees as compensation for their services plus the reimbursement of expenses incurred, if any, in the course of performing their services. NEDs are not entitled to receive performance-based bonuses.

The Directors' fee is determined according to:

- a) Reflect the qualifications and contribution required in view of the Group's complexity;
- b) The extent of the duty and responsibilities;
- c) The number of Board Committees the NED serves on; and
- d) The corporate and individual performance.

4.0 REMUNERATION PROCEDURES

- a) The RC reviews and approves the annual salaries, incentive arrangements and other employment conditions for the EDs and Senior Management.
- b) Senior Management report to the EDs who are evaluated annually premised on annual measurements and targets set. Thereafter, the EDs recommend the remuneration of Senior Management for the RC's consideration and subsequent recommendation to the Board for approval.
- c) The determination of the Directors' fee for Directors is a matter for the Board as a whole and subject to shareholders' approval, with individual Directors abstaining from discussion and voting of his or her own remuneration.
- d) The 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 RC, if their presence is required.
- e) The policy of the RC is in line with KHJ Group's overall practice on compensation and benefits, which is to reward employees competitively, taking into account performance, market comparisons and competitive pressures in the industry. Whilst not seeking to maintain a strict market position, it takes into account comparable roles in similar organisations.

5.0 PERIODIC REVIEW AND DISCLOSURE

The RC should conduct review and assess the effectiveness and continued relevance of this Policy periodically. Any revision to this Policy as recommended by RC will be submitted to the Board for consideration and approval.

This policy is available in the Company's website www.khj-my.com.

This Directors' and Senior Managements' Remuneration Policy has been approved and adopted by the Board on 31 December 2019.