



GOLDEN LAND BERHAD

[Company No. 199401012688 (298367-A)]

[Incorporated in Malaysia]

**REMUNERATION POLICY FOR
BOARD MEMBERS AND SENIOR MANAGEMENT**

INTRODUCTION

This Policy sets out the criteria to be used in recommending the remuneration package of the following groups of people of Golden Land Berhad (“GLBHD”) Group:-

- Executive Directors
- Non-Executive Directors
- Senior Management
- Directors of subsidiary companies

PURPOSE

The Remuneration Policy establishes a formal and transparent procedure to develop the structure for the remuneration package of all Directors and the Senior Management based on the following principles:-

- to attract and retain Directors and Senior Management;
- to motivate Directors to achieve Company’s business objective; and
- to align the interests of the Directors and Senior Management with the long-term interest of the Shareholders.
- ensures a level of equity and consistency of remuneration packages

The remuneration package comprises fixed and variable components, ensuring an appropriate and balanced remuneration package that links shareholders’ interest with the Directors and Senior Management.

BENCHMARKING

The Company endeavors to obtain up-to-date information of the prevailing pay pattern and situations in the market. The Company may engage employment agencies or research organisations to obtain the latest remuneration packages offered in the market as reference. The remuneration packages of companies which are comparable to the Company will be used as a benchmark to ensure that the remuneration packages offered to Directors and Senior Management remain appropriate and competitive.

GUIDELINES

Executive Directors

The remuneration components are made up of basic salary, allowances, bonus, ex-gratia benefits and benefits in-kind, plus the reimbursement of expenses incurred if any, as set out in the Group’s terms and conditions of employment, in the course of performing their services. Executive Director who is also a shareholder of GLBHD shall not receive meeting allowances for serving on the Board of GLBHD.

The remuneration of Executive Directors is determined on the basis of responsibilities shouldered by the individual, and the job nature of the position, including complexity, skills, experience required and other market conditions with reference to the terms and conditions of the employment.

In determining the remuneration package, the Remuneration Committee considers the performance assessment of the Executive Director(s) against appropriate performance measures. However, the Board of Directors has the power to delegate the responsibility to the Chief Executive Officer (“CEO”) as it deemed appropriate.

The Executive Directors however, do not participate in any way when determining their remuneration packages and remuneration packages of persons connected to them.

Executive Directors of GLBHD who are also Directors of subsidiary companies shall not receive additional remuneration at the subsidiary level.

Non-Executive Directors

Non-Executive Directors are made up of Independent and Non-Independent Directors.

The Company ensures that the remuneration and incentives for Independent Directors do not conflict with their obligations to bring objectivity and independent judgment to the Board.

The remuneration of Non-Executive Directors is made up of director's fees, meeting allowances plus the reimbursement of expenses incurred, if any, in the course of performing their services. Non-Executive Directors are not entitled to receive performance-based bonuses. Non-Executive Director who is also a shareholder of GLBHD shall not receive meeting allowances for his/her service as Director.

The remuneration package for the Non-Executive Directors reflects the experiences, level of responsibilities and time commitment taken by them. The Non-Executive Directors however, do not participate in any way when determining their remuneration packages and remuneration packages of persons connected to them.

The Remuneration Committee is also guided by the provisions of the Company's Constitution which provides the following (in respect of non-executive directors):-

Clause 131

The fees of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a Director shall from time to time be determined by an Ordinary Resolution of the Company annually at the general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree PROVIDED ALWAYS that:-

- (a) Fees payable to Directors who hold no executive office in the Company shall be paid by a fixed sum and not by a commission on or a percentage of profit or turnover;*
- (b) Salaries and other emoluments including benefits payable to the Directors who hold an executive office in the Company pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover;*
- (c) Fees payable to Directors shall be subject to annual shareholders' approval at a general meeting; and*
- (d) Any fees or benefits paid to an Alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.*

Senior Management

The remuneration of Senior Management is based on a process of definition and classification of the different jobs and positions in the Company.

The remuneration is made up of basic salary, allowances, bonus and other benefit as set out in the Group's terms and conditions of employment and is determined based on the degree of mastery of the job, competencies, and the results of annual performance appraisal.

The performance appraisal system comprises individual's goal setting at the beginning of the year followed by year end evaluation by the CEO.

REVIEW OF REMUNERATION PACKAGE

The Company conducts a review of the remuneration annually. Using the benchmarking information prepared by Management, the Remuneration Committee then consider and make informed decisions or recommendations to the Board on the remuneration packages of individual directors.

The CEO reviews the Senior Management's key responsibilities and remuneration after the end of each financial year.

REMUNERATION OF DIRECTORS OF SUBSIDIARY COMPANY

Director of a subsidiary company who is not an employee of GLBHD Group or who does not hold executive role shall receive an annual fee.

The increase in fee shall be reviewed once in every 3 years. There shall be no entitlement for bonus payment or other performance based incentive.

Director of a subsidiary company shall not participate in any way when determining the remuneration of persons connected to him/her.

The remuneration of Non-Executive Director is made up of director's fees, meeting allowances plus the reimbursement of expenses incurred, if any, in the course of performing his/her duty. Non-Executive Director is not entitled to receive performance-based bonuses. Non-Executive Director who is also a shareholder of GLBHD shall not receive meeting allowances for his/her service as Director.

CONFIDENTIALITY

It is the Company's policy that the remuneration information is strictly confidential and restricted only to authorised personnel of the Company.

REVIEW OF POLICY

The Remuneration Policy for Board Members and Senior Management has been approved by the Board and this Policy will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of responsibilities of the Board and Senior Management.