

KERJAYA PROSPEK GROUP BERHAD

Registration No. 198401010054 (122592-U)

REMUNERATION POLICY & PROCEDURES

Initial Issue Date : 19 April 2021
1st Revision Date : 18 April 2022
Custodian : Finance Department

Introduction

This Remuneration Policy (“**Policy**”) is to facilitate and provide a guide to the RC (“**RC**”) to design to provide a structural approach in attracting and retaining high caliber directors and senior management to drive the Company and its subsidiaries (“**Group**”) towards strategical and operational success.

The remuneration processes shall be fair, transparent, independent and subject to review by the RC from time to time.

Remuneration and rewards granted shall be taken into account the demands, complexities and performance of the company as well as skills and experience required, aligned with the Group’s objectives, shareholders’ interest and in compliance with the relevant statutory requirements.

Policies and Procedures

1. Remuneration of Executive Directors and Senior Management

Fixed Remuneration / Salaries

The remuneration of the Executive Directors and Senior Management shall be reviewed and determined by the RC, who make recommendation to the Board of Directors (“**Board**”) for approval whilst the remuneration of the Senior Management shall be reviewed and determined by the Executive Directors.

Salaries (fixed sum or by way of a percentage of profits) and other remuneration including benefits payable to Executive Directors pursuant to a contract of service need not be determined by the Company in general meeting and it may not include a commission on or a percentage of turnover.

For avoidance of doubt, the Senior Management mentioned in this Policy refers to top 5 highest paid senior management members i.e. one who generally holds the highest level of management responsibility and decision making authority of the Group such as executive director, chief executive officer and other C-suites executives who are executive-level managers of the Group such as chief financial officer, chief operating officer, etc.

The remuneration is set based on relevant market activities, job nature of position (including responsibility and complexity), qualifications, level of skills and experience. The salary levels for Executive Directors and Senior Management are reviewed annually and it shall take into account of the nature of role, performance of the business and the individual, and market positioning (i.e. the Company’s stance on the Executive Directors and/or Senior Management members’ pay relative to the market).

Annual Bonus

The Executive Directors and Senior Management shall be entitled to participate in the Company’s annual cash bonus. The amount of bonus of the Executive Directors shall be reviewed and determined by the RC, who make recommendation to the Board for approval whilst the amount of bonus for the other senior management shall be reviewed and determined by Managing Director.

Other benefits

Executive Directors shall also be entitled to other benefits provided to employee of the Company and other additional benefits, if so, recommended by the RC to the Board for approval.

2. Remuneration for Non-Executive Directors

The remuneration of non-executive directors proposed by the RC is determined by the Board which comprises the following:

Directors' Fee	Non-executive directors receive fees. The fees are to be determined and recommended by the Board and to be approved by shareholders. The Directors' Fee shall be divisible among the Directors in such proportions and manner as they may agree (or failing agreement, equally).
Meeting Allowance	The non-executive directors of the Company will receive meeting allowance for attending Board Committee meetings and Board meetings. The meeting allowance is to be determined by the Board.
Other benefits	The non-executive directors of the Company are also entitled to other benefits if so proposed by the RC to the Board for decision.

3. The fees and any benefits payable to the Non-Executive Directors shall from time to time be determined by the Company in general meeting. Such fees and any benefits payable to the Non-Executive Directors shall be subject to annual approval at annual general meeting in accordance with the provisions in the Constitution of the Company.

General

1. The Directors may be remunerated as may be determined by the Board for the performance of extra services or to make any special exertions in going or residing away from his usual place of business or residence for any purpose of the Company or giving special attention to the business of the Company. Such remuneration may be either in addition to or in substitution for his or their share in the remuneration from time to time provided for directors. Such remuneration would be proposed by the NC to the Board for decision.
2. In the absence of the Managing Director, the above functions assumed by the Managing Director would be carried out by the Executive Directors.
3. A Director shall abstain from deliberation and voting on their own remuneration at the RC Meeting and/or Board Meeting. He or she should also abstain from deliberation and voting on the remuneration of the other director, who is a person connected with the said director under the Companies Act 2016 ("**Person Connected**").
4. The remuneration of a senior management personnel who is a Person Connected with the Managing Director shall be decided by the other Executive Directors or at the said Executive Directors' discretion be referred to the RC for review and recommendation to the Board. If the proposed remuneration is escalated to the Board, the Managing Director shall abstain from deliberation and voting on the subject matter concerned.
5. The Managing Director may attend the RC Meeting at the invitation of the chairman of the RC's Chairman.

Review of Policy

The Policy shall be reviewed periodically (subject to at least once in every 3 years) in accordance with the needs of the Company and the Board's approval shall be obtained for any amendment or changes made from time to time.