

# **DutaLand Berhad**

(Company No. 7296-V)

## **REMUNERATION POLICY AND PROCEDURES**

### **1. INTRODUCTION**

The Remuneration Committee (“RC”) of DutaLand Berhad (“Company”) shall be responsible for developing a formal policy and the procedures for remuneration of Directors and senior management of the Company, for approval of the Board of Directors (“Board”).

### **2. DIRECTORS’ REMUNERATION**

- (i) The remuneration framework shall support the strategies and long-term vision of the Company as well as provide adequate motivational incentive for Directors and senior management to pursue long term growth and success of the Company.
- (ii) In developing the remuneration framework, the RC is guided by the following:
  - (a) The remuneration of Non-Executive Directors shall be based on their respective experience and expertise as well as the time and effort required in fulfilling their responsibilities to the Board and Board committees.
  - (b) The remuneration of Executive Directors shall be structured on the basis of linking rewards to the corporate and individual performance, commensurates with the responsibility and contribution to the Group in line with the market standard.
- (iii) Directors may be paid Directors’ fees subject to annual shareholders approval at a general meeting, provided that:
  - (a) fees payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover; and
  - (b) any fee paid to an alternate Director shall be such as shall be agreed between the alternate Director and the principal Director concerned, and shall be paid out of the remuneration of the latter.

- (iv) Salaries and other emoluments payable to Executive Directors 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.
- (v) Directors' benefits that require shareholders' approval are benefits arises from the appointment to the office of Directors.
- (vi) Salaried Executive Director's entitlement which arises from he/she being appointed to the office of Director, his/her entitlement, including benefits-in-kind, and benefits must be approved by shareholders.

But if such entitlement aforesaid, including benefits-in-kind, is given due to a Director's office as an executive or management position, then no shareholders' approval is required.

- (vii) Interested Directors should abstain from discussion of his/her own remuneration.

### **3. REIMBURSEMENT OF EXPENSES**

- (i) The Directors shall be paid for travelling and other expenses necessarily expended by them pertaining to the Company's businesses, while travelling and relevant expenses incurred for attending at Board, Audit Committee and general meetings of the Company will be regarded as meeting allowance.
- (ii) Any Director who is appointed to any executive office or serves on any Board committees or performs services which, in the opinion of the Directors, are outside the scope of the ordinary duties of Directors, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine but not commission on or percentage of turnover. Any such extra remuneration payable to a Non-Executive Director shall not include a commission on or a percentage of profits or turnover.

### **4. MEETING ALLOWANCE**

Non-Executive Directors shall be paid meeting allowance for the attendance at Board, Audit Committee and general meetings. Meeting allowance may be paid at the particular meeting or at the end of each month in arrears for all meetings Directors attended in that month.

## **5. SENIOR MANAGEMENT'S REMUNERATION**

The RC should ensure that the Directors and senior management/key officers are fairly rewarded for their individual contributions to the Company's overall performance commensurate with their level of executive responsibilities, taking into consideration of the following:

- (i) The remuneration supports the Group's objectives and strategies.
- (ii) Remuneration and employment conditions of the industry and market as a whole.
- (iii) The Group's performance.
- (iv) Individual's performance against established criteria in terms of performance, responsibility and accountability.
- (v) Market practice, retention and attraction of talent are amongst other factors in determining the extent of appropriate short-term incentives.
- (vi) The remuneration of senior management shall be governed by the Company's Staff Policies and Procedures, which will be reviewed against the industry in which the Company operates, with appropriate package in attracting and retaining qualified senior management.

## **6. REVIEW**

The RC shall review and amend this policy as necessary to determine its adequacy for current circumstances as well as applicable rules and regulations.