





Ref.No.: GNCB/QAC/FRM/DCF02/1.0

Issue No.: 1 Revision No.: 0

DOCUMENT CONTROL FORM

COMPANY NAME : GAGASAN NADI CERGAS BERHAD
DEPARTMENT : HUMAN RESOURCES
NAME OF DOCUMENT : GROUP POLICY – DIRECTOR AND SENIOR MANAGEMENT
REMUNERATION POLICY
REFERENCE NO. : GNCB/HR/POL/DSM04/1.0
ISSUE NO. : 1
REVISION NO. : 0
EFFECTIVE DATE : 12 MARCH 2020

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REVISION HISTORY

REVISION DATE	REVISION NO.	PAGE(S) REVISED	DESCRIPTION

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1.0 Introduction

The Remuneration Policy is a guiding document for the Board Of Directors ("Board") and the Remuneration Committee ("RC") of Gagasan Nadi Cergas Berhad ("GNCB" or the "Company") to administer and determine the remuneration of its Directors and Senior Management, taking into account the performance and complexities of the Company and its subsidiaries.

2.0 Objectives

The Remuneration Policy is designed to: -

- i) Determine the level of remuneration package for Directors and Senior Management.
- ii) Attract, develop and retain high performing and motivated Directors and Senior Management.
- iii) Provide remuneration to Directors and Senior Management that commensurate with their responsibilities and competitive with the relevant market and industry practice.
- iv) Align the performance measures for Directors and Senior Management with long term interest of the shareholders.

3.0 Scope

This Policy applies to Executive Directors (Include the Managing Director) and Senior Management of GNCB.

- i) Executive Director – A Director who assumes management responsibilities in GNCB.
- ii) Senior Management – C - Suite members or equivalent.

4.0 Remuneration Principles Framework

The Committee shall base on the below approach in recommending to the Board, the remuneration framework of Directors and Senior Management: -

- i) The demands, complexities of activities and performance of GNCB. The weightage of the quantitative and qualitative targets may be adjusted to accommodate GNCB aspirations.
- ii) The level of responsibilities, the skills, expertise and experienced required to perform the function.

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- iii) Industry benchmarks against similar companies to ensure competitiveness and fairness.
- iv) The market practice; and
- v) The risk environment and ensure that the remuneration does not encourage excessive risk taking.

5.0 Remuneration Structure

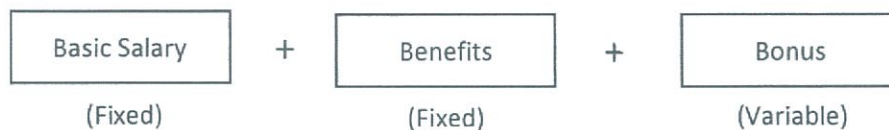
The table below summaries the main components that shall form the remuneration package of Directors and Senior Management.

Component	Description
Basic Salary	<p>Monthly payment to Executive Directors and Senior Management for performing their daily job.</p> <p>Salary levels take into account the nature of the role, performance of the business and the individual market positioning.</p>
Benefits	<p>Benefits-in-kind that are provided to Executive Directors and Senior Management personnel as part of the employment remuneration, which may include use of Company vehicles, drivers, vehicles expenses, medical benefits and medical insurance coverage.</p> <p>Executive Directors may receive other benefits that are considered to be appropriate in terms of the individual role.</p> <p>The Company shall provide Directors' and Officers' Liability Insurance (DOI) to the Directors and Senior Management.</p>
Bonus	To provide the variable remuneration component in the form of bonus depending on performance against annual financial and operational measures.

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Furthermore, expenses incurred by the Directors of the Company in the course of discharging their duties, which may include entertainment or travel expenses, shall be reimbursed by the Company.

Components of remuneration structure for Executive Directors: -



6.0 Policy and Procedures

- The Remuneration Policy for Executive Directors and Senior Management individual remunerations is to ensure that the level of remuneration is generally competitive to attract, retain and motivate Executives of the highest caliber to competently manage the Group.
- The component of the remuneration shall be structured and linked to corporate and individual performance and take into account similar package at comparable companies.
- Performance of Executive Directors and Senior Management is measured base on both financial and non-financial KPIs from a holistic approach. The weightage of the quantitative and qualitative KPIs may be adjusted to suit GNCB total business performance strategy.
- Measures of KPIs may include profit after taxation, cash flow, recurring incomes, cost optimization, business achievements and other relative initiatives that implemented for the company performance.
- The evaluation on the achievement of the Senior Management shall be reviewed by the Directors, whilst for Executive Directors, it shall be reviewed by RC and the Board.
- The rewards accorded to Executive Directors and Senior Management for their achievement shall comprise of annual bonus and increment to their basic salaries.

7.0 Review and Monitoring

The Remuneration Policy is subject to periodical review by the GNCB Board and will be amended as appropriate to reflect the current best practices.