



RGB International Bhd. (603831-K)
(Incorporated in Malaysia)

REMUNERATION POLICY

(Last Review Date: 17 April 2019)

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OVERVIEW

- 1.1 This policy applies to the Directors and senior management of RGB International Bhd. (“the Company”) only.
- 1.2 This policy is established for the purpose of ensuring that the Company has remuneration guidelines that are:
 - a) appropriate to attract, retain and motivate the Directors and senior management;
 - b) fair and reasonable having regard to the demands, complexities and performance of the Company as well as the level of competencies, scope of work and responsibilities of the individual Directors and senior management; and
 - c) aligned with the business strategy and long-term objectives of the Company.

2. REMUNERATION STRUCTURE

2.1 Fixed remuneration for Executive Directors and senior management

The Executive Directors and senior management receive monthly fixed salaries. The fixed salary is determined based on:

- a) scope of work and responsibilities;
- b) conditions and experiences required;
- c) ethical values, internal balances and strategic targets of the Company;
- d) corporate and individual performance; and
- e) current market rates within the industry and in comparable companies.

2.2 Bonuses for Executive Directors and senior management

The bonuses for the Executives Directors and senior management are designed to reward outstanding performance. The bonuses are granted to reflect the performance of:

- a) the individual Executive Directors and senior management; and
- b) the Company and its subsidiaries as a group.

2.3 Fixed fee for Non-Executive Directors

The fixed fee for the Non-Executive Directors is determined according to:

- a) experience and level of responsibilities;
- b) qualifications and contribution required in view of the Group’s complexity; and
- c) comparable market rate.

2.4 Other benefits and allowances

- a) The Executive Directors and senior management are entitled to:
 - other benefits provided to the employees of the Group; and

- other additional benefits if so proposed by the Executive Committee to the Remuneration Committee for its consideration and recommendation to the Board of Directors (“the Board”) for approval.
- b) The Non-Executive Directors are entitled to:
- meeting allowance which is determined based on the number of meetings attended; and
 - other benefits if so proposed by the Executive Committee to the Board for consideration
- prior to recommending to the shareholders for approval at the Company’s general meeting.
- c) The Executive Directors are not entitled to receive any meeting allowance for attending Board or Board Committee meetings.
- d) All the Directors and senior management are covered by the Company’s Directors and Officers Liability insurance.

3. PROCEDURES

- 3.1 On an annual basis, the Remuneration Committee shall review and assess the remuneration package of the Executive Directors and senior management prior to presenting the results of its evaluation and making recommendations to the Board for approval. It is the responsibility of the Board as a whole to approve the remuneration package of the Executive Directors and senior management. The Executive Directors concerned shall abstain from discussing and voting on their own remuneration. The Remuneration Committee may seek professional advice inside and/or outside of the Group with regard to remuneration matters.
- 3.2 The remuneration of Non-Executive Directors, which comprises annual fees and meeting allowance, shall be reviewed by the Executive Committee once a year and proposed to the Board for its consideration. The annual fees shall be presented to the shareholders at the Company’s general meeting for approval whilst the meeting allowance shall be determined by the Board prior to recommending to the shareholders for approval at the Company’s general meeting. The Non-Executive Directors who are the shareholders of the Company shall abstain from voting at the general meetings to approve their own fees and meeting allowance.
- 3.3 Any benefits payable to the Directors shall be subject to annual shareholder approval at the Company’s general meeting.

4. REVIEW OF THE POLICY

The Remuneration Committee shall review this policy periodically to ensure that it continues to remain relevant and appropriate. Any recommendation for revision to this policy shall be presented to the Board for approval.