



**KHIND HOLDINGS BERHAD**

**REGISTRATION NO.: 199601007964 (380310-D)**

(Incorporated in Malaysia)

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**DIRECTORS AND SENIOR MANAGEMENT'S  
REMUNERATION POLICY**

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## **1.0 OBJECTIVE**

This Remuneration Policy for Directors and Senior Management of **KHIND HOLDINGS BERHAD** ("KHB" or "Company") is designed to guide the strategies and long-term vision of KHB as well as provides adequate motivational incentive for Directors and Senior Management to pursue long-term growth and success of the Company.

## **2.0 APPLICABILITY OF THIS POLICY**

This policy applies to Directors, Chief Executive Level and Senior Management within KHB Group's business operation.

## **3.0 SCOPE**

The Board approves the remuneration for Directors & Chief Executive, including incentive programs (both long term and short term).

The Nomination and Remuneration Committee ("NRC") oversees the implementation of this policy. NRC will review Directors and Chief Executive Levels' remuneration at least once every financial year to ensure that they are appropriate to attract, motivate and retain, and in line with market expectations.

## **4.0 POLICY DETAILS**

### **4.1 General information**

- 4.1.1 The remuneration for Directors and Chief Executives shall be determined and recommended by the NRC to the Board after considering all relevant factors including the annual performance assessment by the Board members, Director's fiduciary duties, time commitments expected, Company's performance, market conditions as well as the compensation level for comparable positions among other similar Malaysian public listed companies.
- 4.1.2 The overall remuneration system shall be in line with the business and risk strategies, corporate values, and long-term interests of the Company.
- 4.1.3 Chief Executives will be required to enter into an individual employment agreement with the Company.
- 4.1.4 Each Director or Chief Executive shall not involve in the discussion and decision pertaining their own remuneration and fees at the Board meetings.
- 4.1.5 Board members who are also members of the NRC shall not make recommendation respect of their own fees and remuneration during the review.

**4.2**     Non-Executive Director's Fee

- 4.2.1     Applicable to all Non-Executive Directors who sit on the Company's Board of Directors ("BOD").
- 4.2.2     The Directors shall be paid a fixed sum *(and not by a commission or percentage of profits or turnover of the Company)* out of the funds of the Company.
- 4.2.3     The remuneration payable to Directors is determined by shareholders' resolution in accordance with the Company's Constitution and the applicable laws and shall not be increased except pursuant to a resolution passed at a general meeting.
  - a)     The quantum of Directors' Fee is reviewed annually by the NRC, and subsequently proposed to the Board for further recommendation to the shareholders for approval.
  - b)     The Directors' Fee will be paid after approval from shareholders is sought.
  - c)     Meeting Allowance
    - I.     The meeting allowance of the Directors is reviewed annually by the NRC, and subsequently proposed to the Board for approval.
    - II.    Meeting allowance will be paid immediately after each meeting.
    - III.   Directors shall not be entitled to any meeting allowance for attending general meetings.
  - d)     Approval from shareholders is required prior to the payment of other benefits payable to the Directors including compensation for loss of office.

**4.3**     Remuneration for Chief Executives

- 4.3.1     Applicable to the Executive Chairman & Group Chief Executive Officer (GCEO).
- 4.3.2     The Chief Executives shall be paid a sum consisting of basic salary, bonus (discretionary), other benefits and allowances. It is determined based on responsibilities, performance, qualifications, experience, and geographic location.
- 4.3.3     Base salary plus allowances will be paid monthly and any discretionary bonus will be paid, on completion of the relevant performance period.
- 4.3.4     All expenses incurred in the discharge of his/her duties, including but not limited to travelling and entertainment expenses, will be reimbursed.
- 4.3.5     Company car may be provided.
- 4.3.6     The remuneration of Chief Executive is reviewed annually by the NRC, and subsequently proposed to the Board for further approval.

- 4.3.7 Chief Executives will not be entitled to any meeting allowance for attending Board meetings.

#### **4.4 Remuneration of Senior Management**

- 4.4.1 Applicable to Senior Management team which consists of C-Suite, Directors, General Managers, Business Unit Heads or Head of Department (HR, Finance, Technical Support)
- 4.4.2 Senior Management shall be paid a sum consisting of basic salary, bonus (discretionary), other benefits and allowances. It is determined based on responsibilities, performance, qualifications, experience, and geographic location.
- 4.4.3 Base salary plus allowances will be paid monthly and any discretionary bonus will be paid, on completion of the relevant performance period.
- 4.4.4 All expenses incurred in the discharge of his/her duties, including but not limited to travelling and entertainment expenses, will be reimbursed.
- 4.4.5 The remuneration of Senior Management is reviewed annually by the Group Chief Executive Officer.

The Directors and Senior Management's Remuneration Policy shall be made available on the Company's website at [www.khind.com.my](http://www.khind.com.my).

This Directors and Senior Management's Remuneration Policy was last reviewed on 22 February 2024.