



RCE Capital Berhad

Company No. 2444-M

REMUNERATION POLICY FOR DIRECTORS AND CHIEF EXECUTIVE OFFICER

Principles

1. The underlying principle is to attract, recruit and retain the right people who possess the required skills, experience, professionalism and integrity to be members of the Board of Directors (“Board”) and to be the Chief Executive Officer (“CEO”) to enhance the Group’s long term shareholders’ and stakeholders’ values.
2. The remuneration of Independent Directors should not conflict with their obligation to bring objectivity and independent judgment on matters deliberated by the Board.

Policy

Executive Directors & CEO

1. The remuneration package of the Executive Directors and the CEO must be competitive and contribute to ensuring that the Group is able to attract, recruit and retain the Executive Directors and CEO to perform their best.
2. Executive Directors and CEO shall be provided with a competitive remuneration package which may comprise fixed and variable elements and the level of remuneration shall be determined after taking into consideration the following factors :
 - a. Group performance (both qualitative and quantitative)
 - b. Scope of duty and responsibilities of the Directors and CEO
 - c. Skills and experience of the Executive Directors and CEO
 - d. Individual’s performance (both qualitative and quantitative)
 - e. General economic situation and operating environment
 - f. Future prospect of the business
 - g. Prevailing market practices
3. Their remuneration is reviewed at least once a year by the Nomination & Remuneration Committee, which will then make recommendation to the Board for the Board’s approval.

Non Executive Directors

1. All Non- Executive Directors shall be paid annual Directors’ fees.
2. Non-Executive Directors shall be paid meeting allowance for each Board and Board Committee meeting attended.
3. Non-Executive Chairman shall be paid monthly fixed allowance and other benefits-in-kind.
4. The Directors’ fees and Non Executive Directors’ remuneration shall be presented to the shareholders for their approval.