

COUNTRY VIEW BERHAD

(Company No.78320-K)

(Incorporated in Malaysia)

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Introduction

COUNTRY VIEW BERHAD (“the Company” or “CVB”)’s Remuneration Policy (“the Policy”) seeks to provide a clear guide for the purpose of ensuring that the remuneration and compensation package of the Board and Senior Management¹ (“SM”) are reflective of the Group business, complexities and interest as well as skill and experience required which is aligned to the strategic objective of the Group and that they are aligned with shareholders’ interest with an appropriate balance between short term and long term goals.

Policy

The Group’s Remuneration Policy is formulated on the principle that the level of remuneration and compensation must be sufficient to attract the right talent while at the same time retain the existing talents currently on board and ensure that the Board and SM are highly motivated to steer the Group.

The Board strives to set the remuneration packages of the SM, including the Group Executive Directors (“GED”), at a competitive level by benchmarking to the market and provides incentives based on the agreed performance . The Company also strive to ensure that the remuneration packages reflect the relevant duties and responsibilities; which are fair and equitable.

The Company believes that the long term progress of the Group is directly linked to the calibre of its SM and as such it is imperative for the Group to remain competitive in remuneration, besides other measures, in order to attract and retain the right talent.

In the case of Non-Executive Directors (“NED”), the guiding principle is to establish a remuneration structure that commensurate with the contribution and level of responsibilities undertaken by a particular NED. The Company also ensures that the remuneration is fair and reasonable when compared to other companies of a similar nature, size and complexity.

Remuneration Structure

(1) Group Executive Directors

The remuneration structure for the GED varies in accordance to the job functions and responsibilities and takes into consideration, the operational / functional nature of their responsibilities, and is weighted towards performance related elements that take into account individual, functional and corporate performance.

The components of the remuneration include but is not limited to the following:-

- (a) Fixed remuneration

¹ Senior Management is comprised the Group General Manager and the Chief Financial Officer

COUNTRY VIEW BERHAD
REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The fixed remuneration includes the following:-

- (i) basic salary (including the statutory contribution to the Employees Provident Fund (“EPF”)) which is based on duties, responsibilities and job grade. The basic salary is normally set at market median level;
- (ii) company car and driver (if applicable); and

On top of the EPF statutory contribution rate of 12%, the Remuneration Committee (“RC”) and Board has discretion to provide additional contributions ranging from 1% to 7% based on their performance.

- (b) Variable remuneration

The variable remuneration inclusive of annual bonus and salary increment of the GED depending on the performance of the Group for the relevant financial year, which is determined based on current economic situations and taking into consideration where there are significant changes in scope and/or level of duties and responsibilities, roles and contributions of the GED.

- (c) Other Benefits

Other benefits may include hospitalisation & surgical, group term insurance with critical illness, group personal accident, optical and mobile phone entitlement, club membership and other perks.

- (2) Non-Executive Directors

The remuneration of NED includes annual Directors’ fees and meeting allowance. The remuneration of NED is reviewed by the RC annually. In order to ensure the remuneration is fair and reasonable, the RC will compare the remuneration of the NED with some selected peer companies from time to time.

The remuneration of the NED is subject to the shareholders’ approval at the annual general meeting of the Company.

- (3) Senior Management

The remuneration structure for the SM varies in accordance with the operational / functional nature of their responsibilities, and is weighted towards performance related elements that take into account individual, functional and corporate performance.

The components of the remuneration include the following:-

- (a) Fixed remuneration

The fixed remuneration includes the following:-

- (i) basic salary (including the statutory contribution to the Employees Provident Fund (“EPF”)) which is based on duties and responsibilities. The basic salary is normally set at market median level; and
- (ii) company car and driver (if applicable);

COUNTRY VIEW BERHAD
REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

(b) Variable remuneration

The variable remuneration inclusive of annual bonus and salary increment of the SM is subject to review by the RC and Board depending on the performance of the Group for the relevant financial year, which is determined based on current economic situations and taking into consideration where there are significant changes in scope and/or level of duties and responsibilities, roles and contributions of SM.

(c) Other Benefits

Other benefits may include hospitalisation & surgical, group term insurance with critical illness, group personal accident, optical and mobile phone entitlement.

Remuneration Review Procedures and Responsibilities

The annual remuneration review takes place annually based on such timeline as may be determined by the Board. The remuneration of the Group's employees will be reviewed by the respective head of department and thereafter compiled by the Group's human resources department before presenting it to the GED for approval.

The RC reviews the remuneration of NED, GED and SM annually whereby the RC will consider various factors including the performance of the Group, individual performance, duties, responsibilities and commitments of the Directors and SM. The RC will also consider the available market remuneration data or benchmarks to determine whether and to what extent the changes of the remuneration are required.

Upon the review by the RC, the appropriate recommendations will be made to the Board for approval. The Board will consider, and if deemed appropriate, approve the recommended remuneration for the GED and SM. As for the remuneration of the NED, upon the endorsement of the recommendation by the RC, the Board will propose the remuneration for approval by the shareholders at the annual general meeting.

Applicability

This Policy applies to Directors and SM of the Group.

Review of the Policy

The RC will review the Policy periodically and discuss any changes that may be required, and recommend any such changes to the Board for consideration and approval.

This Policy was adopted on 7 March 2019.