

TALIWORKS CORPORATION BERHAD
REMUNERATION POLICY FOR BOARD OF DIRECTORS

1. Purpose

The purpose of this policy is to establish a fair and competitive remuneration framework that drives superior performance which increases shareholders' value in the long term. Remuneration shall not be discriminated on grounds of gender, ethnic background, national origin, age or other irrelevant factors.

2. Remuneration Framework

Chief Executive Officer ("CEO") / Executive Director

The total remuneration package for the CEO / Executive Director comprises two main components:-

- (i) Employment benefits which are stated in the Company's Executive Handbook; and
- (ii) Monetary payment

The monetary remuneration for the CEO / Executive Director is made up of two main components, namely: -

- (i) Fixed remuneration that is paid monthly (basic salary), and
- (ii) Variable Performance-based remuneration (e.g. performance bonus) that is paid after the closing of each financial year and when the Key Performance Indicators set by the Remuneration Committee have been met.

The basic salary is determined on per calendar basis, with salary revision on January 1 each year as approved by the Remuneration Committee. In determining the quantum of increase, consideration is given to:-

- (i) the general salary increases awarded across the Group,
- (ii) the size or scope of responsibilities of the individual; and
- (iii) the market data for the Company's remuneration peer group, comprising public listed companies of a similar size and scope of operations.

In determining the quantum of performance based remuneration, consideration is given to the individual and the Group's achievement against financial and non-financial targets that were established by the Remuneration Committee at the commencement of the financial year.

Non-Executive Directors

The remuneration of a non-Executive Director is guided by the following principles :-

- (i) Fees payable shall be by a fixed sum;
- (ii) Meeting allowance shall be made on a per-meeting attendance basis;
- (iii) The Chairperson of the Board and Audit and Risk Management Committee shall be remunerated with a higher retainer fee to reflect the additional responsibilities assumed by him or her;
- (iv) The Chairperson of the respective Board Committees shall receive higher meeting allowance for chairing the respective meetings;
- (v) Periodic benchmarking of remuneration shall be undertaken to ascertain the competitiveness of the fees against other public listed companies which are in similar industry or with similar market capitalisation;
- (vi) Independent non-executive directors generally shall not be remunerated with shares or options. If exceptionally granted, the quantum granted shall not amount to the extent that it would result in the independent non-executive directors becoming a major shareholder.

3. Procedure

In January each year, the Head of Human Resource shall prepare a proposal on the revised basic salary and bonus payment for the CEO / Executive Director, and submit the same to the Remuneration Committee for review and consideration. Amendments, if any, shall be made at the recommendation of the Remuneration Committee and thereafter the proposal is submitted to the Board for final review and approval. The Head of Human Resource shall implement the approved proposal accordingly.

The fees and meeting allowances for non-Executive Directors shall be proposed by Remuneration Committee for the Board's approval and subsequently to be paid after obtaining shareholders' approval.

4. General

This policy may be revised from time to time at the discretion of the Remuneration Committee.