

W T K HOLDINGS BERHAD
(Incorporated in Malaysia) (10141-M)

DIRECTORS' REMUNERATION POLICIES & PROCEDURES

1. INTRODUCTION

- 1.1 The Remuneration Committee review and make recommendations to the Board on the remuneration packages of Executive Directors and Non-Executive Directors.
- 1.2 It is the responsibility of the Board to approve the remuneration of Executive Directors.
- 1.3 In respect of Non-Executive Directors, the yearly proposal of directors' fees and benefits-in-kind are approved by shareholders at the Annual General Meeting.

2. OBJECTIVES

This remuneration policy is designed to:-

- 2.1 Determine the level of remuneration package of Executive Directors and Non-Executive Directors.
- 2.2 Attract and retain Executive Directors and Non-Executive Directors with a competitive remuneration package which commensurates with the responsibilities of their position.

3. REMUNERATION FOR DIRECTORS

- 3.1 For Executive Directors, the components of the remuneration are structured based on both corporate and individual performances. The Executive Director's remuneration level is to reflect the performance, skills and experience of the Executive Director as well as the responsibilities undertaken.

The Executive Director's remuneration should be set at a competitive level for similar roles within comparable markets for recruiting and retaining such quality Executive Directors.

- 3.2 For Non-Executive Directors, the remuneration should reflect the duties, responsibilities, risks and time commitment. The review of fees for Non-Executive Directors should take into consideration of the trends for similar positions in the market.

4. REMUNERATION CRITERIA

In developing the remuneration package, the following criteria are to be considered:-

For Executive Directors:

- a) The Group's performance indicators via revenue, profit before tax and return on equity.
- b) Complexity of the Group's business and align with short-term and long-term objectives of the Group.

For Non-Executive Directors:

- a) Performance, achievement and time commitment of each Director.

5. REVIEW

This Directors' Remuneration Policies & Procedures is to be reviewed by the Board of Directors as and when required.