



TPC PLUS BERHAD

Company No. 615330-T
(Incorporated in Malaysia under the Companies Act, 1965)

BOARD REMUNERATION POLICY

Reviewed by the Nomination and Remuneration Committee and
Approved by the Board of Directors on 30 May 2019

1. INTRODUCTION

- 1.1 The Board of Directors (“**the Board**”) of TPC Plus Berhad (“**TPC**” of “**the Company**”) is aware that fair remuneration is critical to attract, retain and motivate the Directors of the Company and also to recruit Directors who possess the required core competencies, professional backgrounds and skill sets in line with the businesses of the Company.
- 1.2 The remuneration (fees and benefits) payable to Non-Executive Directors are set out under this Board Remuneration Policy.
- 1.3 This Policy is developed by the Management and adopted by the Board based on the recommendation of the Nomination and Remuneration Committee.

2. DIRECTORS’ FEES AND BENEFITS

- 2.1 Fees payable to Non-Executive Directors will be a fixed sum and not based on a commission on or percentage of profits or turnover of the Company.
- 2.2 The fees of Directors and any benefits payable to Non-Executive Directors shall be subject to shareholders’ approval annually at the Company’s Annual General Meeting (“**AGM**”).
- 2.3 Shareholders’ approval had been obtained at the Company’s 16th AGM held on 30 May 2019 for the implementation of the following:

2.3.1 Directors’ fees for the financial year ended 31 December 2018

	<u>Executive Directors</u>	<u>Non-Executive Directors</u>
Fees	RM32,400 per annum	RM32,400 per annum

2.3.2 Directors’ benefits (from 31 May 2019 until the next AGM in 2020)

	<u>Non-Executive Directors</u>
Travelling allowance	RM300 per trip

3. DISCLOSURE

- 3.1 In pursuance of Practice 6.1 of the Malaysian Code on Corporate Governance (“**MCCG**”), this Board Remuneration Policy will be published on the Company’s website.
- 3.2 The breakdown of the Directors’ remuneration will be disclosed, on a named basis and in accordance with the Practices of the MCCG, in the Corporate Governance Report and the Corporate Governance Overview Statement in the Company’s Annual Report.
- 3.3 The Company shall also disclose the remuneration of the Directors, when required, in complying with all statutory and regulatory requirements.

4. REVIEW

- 4.1 The Nomination and Remuneration Committee (“**NRC**”) shall review annually the remuneration of Non-Executive Directors by taking into consideration factors such as the Directors’ fiduciary duties, risks, time commitment, statutory duties, etc.
- 4.2 Decisions made by the NRC in respect of the Directors’ remuneration will be forwarded to the Board of Directors for its approval with the Director concerned abstain from deliberation and voting on decision in his or her own remuneration.