



JAYCORP BERHAD
(Company No. 459789-X)

DIRECTORS' REMUNERATION POLICY

1. Introduction

This policy sets out the criteria to be used in recommending the remuneration package of Directors of Jaycorp Berhad (“the Company”).

2. Objectives

2.1. This policy is designed to:

- 2.1.1. Determine the level of remuneration package of Directors;
- 2.1.2. Attract, develop and retain high performing and motivated Directors with a competitive remuneration package;
- 2.1.3. Provide a remuneration such that the Directors are paid a remuneration commensurate with the responsibilities of their position; and
- 2.1.4. Encourage value creation for the Company and its stakeholders.

3. Remuneration Components

3.1. Fixed Remuneration for Managing Director (“MD”) and Executive Directors

3.1.1. The fixed salary is determined according to:

- The scope of the duty and responsibilities;
- The conditions and experiences required;
- The ethical values, internal balances and strategic targets of the Company;
- The corporate and individual performance; and
- Current market rate within the industry and in comparable companies.

3.2. Bonus

The bonus in the case of MD and Executives Directors is designed to reward outstanding performance. The bonus is granted to reflect the MD and Executive Directors’ performance as well as Group results.

3.3. Fixed Fee for Non-Executive Directors

3.3.1. The fixed fee is determined according to:

- On par with the rest of the market;



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- Reflect the qualifications and contribution required in view of the Group's complexity;
- The extent of the duty and responsibilities; and
- The number of Board meetings.

3.4. Other Benefits and Allowances

The benefits and allowances which should be decided by the Board as a whole include:

- 3.4.1. Chairman's allowance;
- 3.4.2. Meeting allowance;
- 3.4.3. Expenses incurred in the course of their duties as Directors; and
- 3.4.4. Benefit in kind such as motor vehicle, petrol, driver, medical benefits, use of mobile phone and accommodation.

4. Periodic Review and Disclosure

This policy shall be reviewed by the Remuneration Committee annually. The Board should disclose this policy in the annual report.

This Policy is dated 13 November 2013.