



PROLINTAS MANAGERS SDN. BHD.
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DIRECTORS' REMUNERATION FRAMEWORK

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The Directors' Remuneration Framework sets out the payment of Directors' Fees and Meeting Allowances for Non-Executive Directors of Prolintas Managers Sdn Bhd ("PMSB"). The framework is to ensure that the remuneration mix is market competitive and equitable. The aim of the framework is to align with the Company's strategic thrust and value drivers, attract and retain Directors of such calibre who are able to provide the necessary skills and experience, commensurate with the responsibilities for the effective management of PMSB as well as support the philosophy of value-based management.

1.0 REMUNERATION FRAMEWORK FOR NON-EXECUTIVE DIRECTORS ("NED"):

(a) For Board of Directors

Designation	Board	
	Directors Fee (per Annum)	Meeting Allowance (per Meeting)
Chairman	RM66,000	RM1,500
Directors	RM48,000	RM1,000

(b) For Board Committees

Designation	Audit Committee		Other Committee	
	Directors Fee (per Annum)	Meeting Allowance (per Meeting)	Directors Fee (per Annum)	Meeting Allowance (per Meeting)
Chairman	RM18,000	RM1,500	RM9,000	RM1,500
Directors	RM10,000	RM1,000	RM6,000	RM1,000

2.0 FEES TO EXECUTIVE DIRECTORS

No Directors' fee (both Directors' / Committee Fee and Meeting Allowance) shall be payable in respect of Executive Directors. For NED who are employees or executives or Executive Directors or Managing Director of another company within the Prolintas Group, such Directors' fees shall be payable to the respective employers/companies engaging the services of the employees/executives/Executive Directors/ Managing Director concerned.

3.0 GUIDELINES FOR PAYMENT OF NED FEES AND MEETING ALLOWANCES

- (a) The NEDs shall be paid meeting allowance per meeting (Board Meetings, Board Committee Meetings and Site Visit). Any costs properly incurred by the NEDs in attending the meeting will be reimbursed by the Company.
- (b) In the event NEDs are unable to physically attend the meeting and attends the meeting via tele (video)-conferencing facility, they shall be paid allowance for attending the meeting via tele (video)-conferencing facility, in lieu of the Attendance Allowance.
- (c) The NED who draws a salary from the Company or within the Prolintas Group shall not be entitled to receive any Directors' Fee or Meeting Allowance;

- (d) Committee Fees shall be paid monthly for every Board committee membership held by a Director;
- (e) The NED shall be paid Meeting Allowance for attendance of each Board and Board Committee meeting;
- (f) Where a Committee Member is required to function as the 'Acting Chairman' for any Committee meeting, the Meeting Allowance payable to that member shall be the Committee Chairman's rate for that particular meeting; and
- (g) The Directors' Fees and Meeting Allowances are paid subsequent to approval obtained from shareholders at the Annual General Meeting. Directors Fees are paid monthly and Meeting Allowances are paid after each meeting is held.

4.0 TRAVELLING & ACCOMODATION

(a) Malaysia

Entitlement of Directors travelling within Malaysia are as follows:

Mileage	RM0.70/km
Air Ticket	Business Class
Hotel & Lodging	As appropriate and to be decided by Management
Subsistence Allowance	
Peninsular Malaysia	RM100/day
East Malaysia	RM120/day

(b) Overseas

Entitlement for all overseas trips which organised by the Company shall be as follows:

Air Ticket	Business Class
Hotel & Lodging	One grade higher than Management <i>*Management: Deluxe Room</i>
Overseas Allowance	
USA & Europe	USD 250/day
Asia	USD 200/day
Outfit Allowance	RM2,000 <i>* Applicable once in every 3 years for performing overseas duties.</i>

The Company will reimburse the NEDs actual expenses relating to accommodation, meal and travelling expenses properly incurred whilst on the Company's official business.

Where official functions of PMSB include programmes for spouses of the NEDs, then the spouses would be provided with the same benefit as the NEDs.

5.0 INSURANCE AND MEDICAL BENEFITS

(a) The Company will provide the following for Directors:

Coverage	Sum Assured Per Person Per Annum/ Coverage
Medical (Inpatient)	RM200,000
Medical (Outpatient)	RM10,000 (Director & Spouse)
Group Term Life (GTL)	RM200,000
Group Critical Illness (GCI)	RM100,000
Group Personal Accident (GPA)	RM200,000
Business Travelling Insurance	<ul style="list-style-type: none">• Personal Accident• Medical Benefits• Personal Belonging Benefits• Travel Inconvenience Benefits• Emergency Medical Evacuation & Repatriation
Directors' & Officers Liability	<ul style="list-style-type: none">• Indemnity for wrongful act in Directors' capacity

6.0 COMMUNICATION DEVICES

NEDs will be provided with an iPad and the ownership of the device belongs to PMSB.

7.0 SPECIAL ALLOWANCE IN THE ABSENCE OF THE CHIEF EXECUTIVE OFFICER

In the event that the Chief Executive Officer ("CEO") of PMSB is temporarily absent, on garden leave, or where the position of the CEO is vacant, the Board of PMSB shall appoint any one (1) Director or designated officer to assume the CEO's duties and responsibilities. Accordingly, a Special Allowance shall be payable throughout the period of acting service upon the Board approval.

Determination of Allowance

The amount of the Special Allowance shall be proposed by the Nomination and Remuneration Committee ("NRC"), taking into consideration:

- The scope and extent of additional responsibilities;
- The acting period and nature of duties performed; and
- The incumbent's existing remuneration package.

The allowance may be determined as a fixed monthly sum, subject to the recommendation of the NRC and the approval of the Board.

Cessation of the payment

The Special allowance shall be ceased immediately upon the CEO's return to duty or appointment of a new CEO.

8.0 REVIEW OF DIRECTORS' FEES AND MEETING ALLOWANCES

The Directors' Fees and Meeting Allowances for Directors shall be reviewed by the Nomination and Remuneration Committee taking into consideration the needs of the Company.