

OLYMPIA INDUSTRIES BERHAD

(Company No. 63026-U)

REMUNERATION POLICY AND PROCEDURES

1. INTRODUCTION

The Remuneration Committee (“RC”) is responsible for developing a formal policy and procedures for the remuneration of Directors of Olympia Industries Berhad (“Company”) and senior management of the Company and its subsidiaries (“Group”), for approval of the Board of Directors of the Company (“Board”).

2. DIRECTORS’ REMUNERATION

- (i) The remuneration framework shall support the strategies and long-term vision of the Company as well as provide adequate motivational incentive for Directors and senior management to pursue long term growth and success of the Company.

In developing the remuneration framework, the RC is guided by the following:

- (a) The remuneration of Non-Executive Directors shall be based on individual experience and expertise as well as the time and effort required in fulfilling their responsibilities to the Board and Board committees.
 - (b) The remuneration of Executive Directors shall be structured on the basis of linking rewards to the corporate and individual performance, commensurates with the responsibility and contribution to the Group in line with the market standard.
- (ii) Directors may be paid Directors’ fees subject to annual shareholder approval at a general meeting, provided that:
 - (a) fees payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover; and
 - (b) any fee paid to an alternate Director shall be such as shall be agreed between the alternate Director and the principal Director concerned, and shall be paid out of the remuneration of the latter.
 - (iii) Salaries and other emoluments payable to Executive Directors pursuant to a contract of service need not be determined by the Company in general meeting but such salaries and emoluments may not include a commission on or percentage of turnover.
 - (iii) Directors’ benefits that require shareholders’ approval are benefits which arises from the appointment to the office of a Director.
 - (iv) Salaried Executive Director’s entitlement (including benefits-in-kind) and benefits which arises from his/her appointment to the office of a Director, must be approved by shareholders. But if such entitlement (including benefits-in-kind), is given due to his/her office as executive or management position, then shareholders’ approval is not required.
 - (v) Interested Director concerned should abstain from discussion of his/her own remuneration.

2. REIMBURSEMENT OF EXPENSES

- (i) Directors shall be paid for travelling and other expenses necessarily expended by them on the business of the Group.
- (ii) Any Director who is appointed to any executive office or serves on any Board committees or performs services which, in the opinion of the Directors, are outside the scope of the ordinary duties of Directors, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine but not commission on or percentage of turnover. Any such extra remuneration payable to a Non-Executive Director for the performance of said services shall not include a commission on or a percentage of profits or turnover.

3. MEETING ALLOWANCE

Non-Executive Directors shall be paid meeting allowance for the attendance of each Board, Audit Committee, general meeting and such other meetings as may be approved by the Board from time to time. Meeting allowances may be paid at the particular meeting or at the end of each month in arrears for all meetings attended by the Directors in that month. Meeting allowances for general meetings are usually paid at the Board meeting held subsequent to the convened general meeting.

4. REMUNERATION OF SENIOR MANAGEMENT

The RC should ensure that the Directors and senior management/key officers are fairly rewarded for their individual contributions to the Company's overall performance commensurate with their level of executive responsibilities, taking into consideration of the following:

- (i) The remuneration supports the Group's objectives and strategies.
- (ii) Remuneration and employment conditions of the industry and market as a whole.
- (iii) The performance of the Group.
- (iv) Individual's performance against established criteria in terms of performance, responsibility and accountability.
- (v) Market practice, retention and attraction of talent are amongst other factors in determining the extent of appropriate short-term incentives.
- (vi) The remuneration of senior management is governed by the Company's Staff Policies and Procedures, which will be reviewed against the industry in which the company operates, with appropriate package in attracting and retaining qualified senior management.

5. REVIEW

This policy shall be reviewed as and when necessary to determine its adequacy in line with the current circumstances and applicable rules and regulations.

Revised on 26 November 2018