

# LANDMARKS

**LANDMARKS BERHAD**

(185202-H)

## **REMUNERATION POLICY FOR DIRECTORS & SENIOR MANAGEMENT**

Approved by Board of Directors  
on 28 February 2019

## **1. Introduction**

This Policy is adopted by the board (“Board”) of directors (“Directors”) of Landmarks Berhad (“Landmarks” or “the Company”) to establish a formal and transparent procedure for developing the Company’s policy and structure for the remuneration of all Directors and senior management, such that the remuneration packages offered by the Company can be competitive, adequate (but not excessive) and in line with current market practices to attract, retain, motivate and reward our Directors and senior management, thereby having sufficient, experienced and competent manpower on board to achieve the Company’s corporate goals and objectives.

With this Policy, the Company endeavours to assure internal and external equity and long-term value creation for our shareholders.

## **2. Procedure for developing remuneration policy**

This Policy is developed by the management and adopted by the Board based on the recommendation of the Remuneration Committee.

## **3. Applicability of this policy**

The personnel to which this Policy applies are:

- Executive Directors
- Non-Executive Directors
- Senior Management

## **4. Remuneration structure**

The remuneration package comprises fixed and variable components, ensuring an appropriate and balanced remuneration package that links shareholders’ interests with those of employees and Directors

## **REMUNERATION OF DIRECTORS**

### Fees and benefits for Non-Executive Directors

- The fees payable to the non-executive Directors and any benefits payable to them including any compensation for loss of office shall be subject to annual approval at a meeting of Members and shall (unless such resolution otherwise provides) be divisible among the non-executive Directors as they may agree. Any such Director holding office for a part of a year shall be entitled to a proportionate part of such fees;
- Fees payable to non-executive Directors shall be a fixed sum, and not by a commission on, or percentage of, profits or turnover of the Company;
- Any fee paid to an alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the Director nominating him.

### Fees and benefits for Executive Directors

- Any Director who is appointed to any executive office including Chairman or who serves on any committee shall, subject to the terms of any agreement (if any) entered into in any particular case, receive such remuneration (whether by way of salary, participation in profits, or partly in one way and partly in another) as the Directors may from time to time determine, provided however that their salary shall not include a commission on or a percentage of turnover of the Company.

## Reimbursement of Directors' Expenses

- The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of Directors or any Committee of the Directors or meeting of Members.

## **FIXED COMPONENTS**

### Base Salary of Senior Management:

- Base Salary is determined on the basis of the expectation of senior management, job nature of the position, including responsibility, complexity, the remuneration packages offered by companies comparable to the Company and other market conditions.

## **VARIABLE COMPONENTS**

### Performance-based remuneration

- This includes performance bonus which is awarded on a discretionary basis to motivate and reward high performers. Its exact amount is decided by reference to the Company's performance as well as the individual performance of the member of the senior management involved.

### Long-term incentive scheme

- This may include employee share options scheme serves as a long-term incentive to motivate, recognize, reward and retain key and high performers

## **OTHER BENEFITS**

### Provident fund

- Apart from the contribution made under the Employer Provident Fund (EPF) Scheme, additional contribution from the Company will be made to the Managers and above.

### Fringe benefits

- This include medical insurance, business travel insurance, staff purchase discount

## **5. Benchmarking**

### **Benchmarking and Remuneration Report**

The Company endeavours to obtain up-to-date information of the prevailing pay pattern and situations in the market.

### **Annual Remuneration Review**

The Company should conduct a review of the remuneration annually. Using the benchmarking information prepared by management, the Remuneration Committee can then consider or make recommendations to the Board on the remuneration packages of senior management.

## **6. Confidentiality**

It is the Company's policy that remuneration information is strictly confidential and restricted only to authorized personnel of the Company.

## **7. Review of this policy**

The Company through the Remuneration Committee should review or, if necessary, further develop this Policy from time to time to ensure that it is in line with current market practices and requirements of the Corporate Governance Code. Any amendment to this Policy must be submitted to the Board for approval.