



**AUTOCOUNT DOTCOM BERHAD**

Company Registration No. 202201006885 (1452582-U)

## **AUTOCOUNT DOTCOM BERHAD [202201006885 (1452582-U)]**

### **REMUNERATION POLICY**

Autocount Dotcom Berhad (ADB) Board is mindful that fair remuneration is critical to attract, retain and motivate the Directors of ADB. To this, the Board has established a formal and transparent remuneration policy and review process to ensure that members of the Board are rewarded fairly for their respective individual contributions to the Group. The component parts of their remuneration structured to link rewards to corporate and individual performance in the case of Executive Directors. In the case of Non-Executive Directors, the level of remuneration reflects the level of responsibilities undertaken by the individual Non-Executive Director concerned.

The Remuneration Committee (“RC”) is responsible for recommending to the Board the policy framework on terms of employment and on all elements of the Directors’ remuneration and remuneration package for the Executive Directors with consideration of various factors including the Directors’ fiduciary duties, risks, time commitment and statutory duties.

The RC is authorized to review and recommend the annual bonus and salary increment of the Executive Directors of the Company. Directors’ Remuneration is decided by the Board with the Director concerned abstaining from deliberations and voting accordingly. The RC may receive advice from external consultants, if required. It’s, nevertheless, the ultimate responsibility of the Board to approve the remuneration of these Directors.

### **PRINCIPLES**

1. Strong governance

This policy oversight and review by RC to ensure strong and independent oversight of the remuneration system

2. Appropriate assessment of performance

Performance measurement through balanced scorecard which includes both financial and non-financial goals, short-term and long-term perspectives and incorporates measures related to risk, compliance and process controls to support a performance-based culture which promotes prudent risk-taking and long-term sustainability.

3. Market competitiveness

Benchmarking against similar organisations in the geographies and industries in which we operate to offer rewards that allow the Group to attract, motivate and retain the right talent.

### **DIRECTORS’ REMUNERATION PACKAGE**

The remuneration package of the Directors is as follows:

**a) Basic Salary**

The basic salary for the Executive Directors and key senior management are recommended by the RC, considering the individual performance, the consumer price index and information from independent sources on the rates of salary for similar positions in other comparable companies. The salary is reviewed annually. The salary payable pursuant to a contract of service need not be determined by the Company in

general meeting but such salary and emoluments may not include a commission on or percentage of turnover of the Company.

**b) Fees**

The Directors shall be paid by way of fees for their services, such fixed sums (if any) as shall from time to time be determined by an ordinary resolution of the Company in general meeting and shall (unless such resolution otherwise provide) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office.

The 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.

**c) Bonus Scheme**

The Group operates a bonus scheme (performance-based and not guaranteed) for all employees, including the Executive Directors and key senior management. Criteria for the scheme is dependent on the level of profits achieved from certain aspects of the Group's business activities as measured against targets, together with an assessment of everyone's performance during the period. Bonuses payable to the Executive Director are reviewed by the RC and approved by the Board.

**d) Benefits-in-kind**

Other customary benefits (such as private medical cover, car, etc.) are made available to Directors as appropriate.

**e) Employee Share Option Scheme (ESOS)**

ADB has established, implemented and administers a share option scheme for all eligible employees and eligible directors of the Company and its subsidiaries based on the ESOS By-Laws. The ESOS is a long-term incentive for eligible employees where it equates to additional compensation that takes the form of discounted purchases of the Company's shares. Additionally, ownership of a part of the company can increase employee motivation, morale and loyalty. It also serves as a retention tool for key, high performing employees.

**REVIEW OF THIS POLICY**

This policy is subject to regular review by the RC and will be amended as appropriate to align with the current market practices and requirements of the Malaysian Code on Corporate Governance and any other new requirements. Amendment to this policy must be tabled to the Board for approval.