



## **TSH Resources Berhad (49548-D) Remuneration Policy and Procedures**

This policy and procedures applies to Directors and Senior Management of TSH Resources Berhad (“TSH” or “the Company”).

### **Principles**

1. To attract and retain Directors and Senior Management and to ensure that rewards and remuneration packages are commensurate with their respective expected responsibilities and contribution to growth and profitability of the Company.
2. The remuneration of Independent Directors should not conflict with their obligation to bring objectivity and independent judgement in all Board deliberations.

### **Executive Directors and Senior Management**

The remuneration of the Executive Directors is structured on the basis of linking rewards to the financial performance of the Company as well as individual performance.

The Remuneration Committee is responsible to implement the policies and procedures on remuneration for Executive Directors. The Remuneration Committee may obtain professional advice and any other information necessary in determining the remuneration framework before recommending to the Board for approval.

The Group Managing Director is guided by the Remuneration Committee in determining remuneration packages for Senior Management which is based on individual’s performance during the year measured against the corporate objectives. Decisions on remuneration for Senior Management are made through a transparent and independent process taking into consideration of market practices, demand for personnel with specific qualification, experience and evaluation of their performance.

The Executive Directors play no part in deciding their own remuneration and the Directors concerned shall abstain from all discussion pertaining to their remuneration.

### **Non-Executive Directors**

The level of remuneration for Non-Executive Directors reflects the experience and level of responsibilities. The Board as a whole determines the remuneration package of Non-Executive Directors including Non-Executive Chairman, taking into consideration of fee levels and trends for similar positions in the market, time commitment required from the Director as well as any additional responsibilities undertaken by such Director.

The Non-Executive Directors are remunerated through monthly fixed fees, Board Committee allowance, monthly allowance, business travelling allowance, petrol allowance and other benefits-in-kind, including company car and driver as well as other emoluments. Additional allowances are paid to certain Non-Executive Directors in accordance with the number of Board Committees’ meetings attended during the financial year.

The annual Directors’ fees and benefits payable to Non-Executive Directors are subject to shareholders’ approval at the Annual General Meeting based on the recommendation of the Board. The Non-Executive Directors should abstain from discussing their own remuneration.

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**Employment of Person Related to Board member**

The employment and remuneration of any person related to Board member will be reviewed and determined by the Remuneration Committee.