

Remuneration Policy For Directors and Senior Management

**QL Resources Berhad
and its subsidiaries**

1.0 Objective

1.1 QL Resources Berhad (“Company”) Remuneration Policy for Directors and Senior Management aims to attract, motivate and retain highly calibre performing talent at the Board and Senior Management level to drive the Company’s business goals, ensure the long-term business sustainability and aligned with Shareholders’ interests.

2.0 Policy Details

2.1 The overarching principles of the policy is to ensure the remuneration framework and terms of employment for Directors and Senior Management remains current, equitable and competitive in alignment with the prevalent market practices, company’s culture, objective and strategy of the business and mindful of internal relativities.

2.2 No Executive Directors shall participate in any way in determining their individual remuneration.

3.0 Determination of Remuneration

The remuneration package consideration of each category of Executive Directors, Senior Management and Non-Executive Directors are outline as below:

3.1 Executive Directors

3.1.1 The composition of the Executive Directors’ remuneration is made up of basic salaries, allowances, performance bonus, directors’ fee, meeting allowance and et cetera.

3.1.2 The following factors are taken into consideration to determine and commensurate with the remuneration of the Executive Directors:

- Experience, knowledge and professional skills
- Scope of the duty and responsibilities
- Market competitiveness and market benchmark
- Economic situation
- Corporate performance
- Individual performance

3.2 Non-Executive Directors

3.2.1 The Remuneration Committee shall review the remuneration of the Non-Executive Directors and make recommendations to the Board of Directors.

3.2.2 The level of remuneration of Non-Executive Directors should reflect the experience and level of responsibilities undertaken by the particular Non-Executive Director, and should not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board meetings.

3.2.3 The composition of the Non-Executive Directors' remuneration is made up of Non-Executive Directors' fees and meeting allowance.

3.2.4 The annual Non-Executive directors' fees and meeting allowance payable to Non-Executive Directors are subject to the shareholders' approval at the Annual General Meeting.

3.3 Senior Management

3.3.1 The remuneration of the Senior Management is made up of basic salary, allowances, performance bonus and et cetera.

3.3.2 The remuneration will take into the consideration factors as below:

- Accountabilities of the role
- Skill and experience
- Individual performance
- Company performance
- Market competitiveness and market benchmark

4.0 Governance

4.1 The Board approves the Remuneration Policy for Directors and Senior Management.

4.2 The Remuneration Committee primary responsibility is to review and recommend a remuneration framework and terms of employment for Directors and Senior Management of QL and its subsidiaries ("the Group"), for the Board's approval.

4.3 This policy is subjected to regular review by the Board and any amendment made will require the Board's approval.