



SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD (formerly known as Syarikat Takaful Malaysia Berhad)

(Company No.: 131646-K)
(Incorporated in Malaysia)

1. Composition of the Board						
Name	Tan Sri Dato' Ahmad Fuzi Haji Abdul Razak	Mahadzir Azizan	Zakaria Ismail	Dato' Othman Abdullah	Mohd Tarmidzi Ahmad Nordin	Datin Sri Azlin Arshad
Designation	<ul style="list-style-type: none"> ▪ Chairman ▪ Independent Non-Executive Director 	<ul style="list-style-type: none"> ▪ Non-Independent Non-Executive Director 	<ul style="list-style-type: none"> ▪ Independent Non-Executive Director 	<ul style="list-style-type: none"> ▪ Senior Independent Non-Executive Director 	<ul style="list-style-type: none"> ▪ Non-Independent Non-Executive Director 	<ul style="list-style-type: none"> ▪ Independent Non-Executive Director
Key personal details and background of each director including relevant experience and external professional commitments	<ul style="list-style-type: none"> ▪ Aged 70, male and a Malaysian citizen ▪ He holds a Bachelor of Arts Degree (Hons) from the University of Malaya in 1972 and a Certificate in Diplomacy from the Oxford University, United Kingdom in 1974 ▪ He was the Secretary General at the Ministry of Foreign Affairs Malaysia. He started his career in 1972 at the Ministry of Foreign Affairs Malaysia and served in various capacities mainly in the Political Division and at the Malaysian missions 	<ul style="list-style-type: none"> ▪ Aged 70, male and a Malaysian citizen ▪ He is a Barrister-At-Law from Lincoln's Inn, London, United Kingdom and was called to the English Bar in 1978 ▪ He has held key positions both in private and public sector. After graduation, he joined the Judicial and Legal Service of the Malaysian Government as a Deputy Public Prosecutor and Federal Counsel and subsequently ventured into the private sector 	<ul style="list-style-type: none"> ▪ Aged 67, male and a Malaysian citizen ▪ He obtained his Bachelor of Economics (Honours) from the University of Malaya in 1974, and a Master in Business Administration and a Master of Arts in Economics from Boston University, USA in 1981 and 1983 respectively. He is also an associate of The Institute of Bankers, London ▪ He started his career with Bank Negara Malaysia (BNM) in 1974 and assumed various positions such as Senior 	<ul style="list-style-type: none"> ▪ Aged 70, male and a Malaysian citizen ▪ He obtained his Bachelor of Economics in Accounting and Diploma in Accounting from the University of Malaya in 1977 and is a member of the Malaysian Institute of Accountants (MIA) ▪ He started his career in 1977 as Treasury Accountant at the Accountant General's (AG) Department. He held various positions in the AG Department among others as the Senior Treasury 	<ul style="list-style-type: none"> ▪ Aged 64, male and a Malaysian citizen ▪ He obtained his Master of Business Administration in Islamic Banking and Finance from the International Islamic University Malaysia in 2002. He is an associate of the Chartered Insurance Institute UK (ACII) as well as a Fellow of the Malaysian Insurance Institute (FMII) and also a Registered Financial Planner (RFP) with the Malaysian Financial Planning Council (MFPC) 	<ul style="list-style-type: none"> ▪ Aged 46, female and a Malaysian citizen ▪ She graduated from the University of Glamorgan, South Wales, United Kingdom (now known as University of South Wales) with a Bachelor Degree in Accounting & Finance (Hons.) in 1996 ▪ She started her career in Corporate Finance department at Amanah Merchant Bank Berhad (now known as Alliance Investment Bank Berhad). She then joined Amanah Capital Partners Berhad's



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	<p>abroad in Moscow, the Hague, Canberra, Washington and Dhaka. He has also served as Director General, Institute of Diplomacy and Foreign Relations Malaysia; Deputy Secretary General 1, Ambassador-at-Large and Malaysia's Representative to the ASEAN High Level Task Force (HLTF) on the drafting of the ASEAN Charter and Malaysia's Representative to the High Level Panel (HLP) on the drafting of the Terms of Reference of the ASEAN Human Rights Body. He was also previously a Director of Maybank Islamic Asset Management Sdn Bhd and Maybank Islamic Bhd</p> <ul style="list-style-type: none"> Currently, he is the Secretary-General of 	<p>and served Malaysian International Shipping Corporation (MISC) and Island & Peninsular Berhad, the property arm of Permodalan Nasional Berhad (PNB) for 24 years. Whilst in the private sector, he also served as Ahli Majlis MARA as well as various other directorships in government linked companies.</p> <ul style="list-style-type: none"> Previously, he was also a Director of Asian Healthcare Group Berhad 	<p>Executive, Banking Supervision; Private Secretary, Office of the Governor; Senior Executive, Economics; Assistant to the Executive Director, South East Asia Group IMF; in Washington, D.C. USA; Manager, Economics; Manager, Banking Supervision; Deputy Director, Investment; Deputy Director, Banking Supervision; Director, Banking Supervision; Director, Insurance Supervision and Director, Insurance Regulation. He was seconded to the Entrepreneurs Rehabilitation Fund (ERF) as its Managing Director in 2002 until 2004 and then was seconded to The South East Asian Central Banks</p>	<p>Accountant in 1982 and Accountant in 1984. He was seconded to the Sabah Electricity Board as the Deputy General Manager (Finance) in 1987. In 1993, he was appointed as the Deputy Director of Central Operation and Agency Services Division (BPOPA) and later he became the Director of BPOPA in 1995. In 1999, he then served as the Director of Branch Account Management Division, in 2000 as the Deputy Accountant General of Malaysia and in 2003 as the Accountant General of Malaysia until his retirement in March 2005</p>	<ul style="list-style-type: none"> He began his career as an insurance broker in 1977 and then joined two general insurance companies before switching to takaful in 1985 where he was a pioneer management team member of the first takaful company in Malaysia. Thereafter he served as a Director of an international firm of Loss Adjusters (1991 to 1994) and then as an Associate Lecturer at the Malaysia Insurance Institute (1995 to 2001). In late 2001, he became the first Chief Executive Officer of Mayban Takaful Berhad that later merged with Takaful Nasional Berhad to become Etiqa Takaful Berhad until he retired in October 2009. He also served as Chairman of the Malaysian Takaful 	<p>Corporate Planning department and later Aseambankers Malaysia Berhad (now known as Maybank Investment Bank Berhad) as Assistant Vice President in July 2003 and was later promoted to Vice President (Team Head) in July 2005 until March 2009. She left Maybank Investment Bank Berhad in April 2009 to join ECM Libra Investment Bank Berhad (ECMLIB) as Director & Head of Corporate Finance until February 2010, Head of Investment Banking and Head of Structured Finance until December 2012 and subsequently assumed the post of Deputy Chief Executive Officer (CEO) in December 2010 until December 2012. She</p>
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	<p>the World Islamic Economic Forum Foundation (WIEF)</p>		<p>Research and Training Centre (SEACEN) as its Director of Training and Administration from 2004 until his retirement in 2007. He was also a Board member of the Malaysian Insurance Institute (MII) and member of the EXCO of MII from 2000 until 2002 and a Board member of Export-Import Bank of Malaysia Berhad from 2008 until 2014</p>		<p>Association (MTA) as well as the Chairman of the Global Takaful Group (GTG) from 2007 to 2009.</p> <ul style="list-style-type: none"> ▪ Post retirement, he lectured at various institutes including numerous takaful conferences locally and abroad. He was also appointed Adjunct Professor at Universiti Teknologi MARA (2009 to 2011), advisor to ACR Re Takaful SEA (2010 to 2012), Chairman of the Joint Insurance & Takaful Council (2009 to 2012) as well as Chairman of the first Islamic insurance company in Pakistan, Pak Kuwait Takaful Company Limited (2014 to 2015). He is also the author of the MII textbook on the subject of Motor Insurance 	<p>was appointed as the Group CEO of ECM Libra Financial Group Berhad (ECMFG) on 22 January 2013 until 31 July 2015</p> <ul style="list-style-type: none"> ▪ Previously, she was the Chief Operating Officer, NJOI, Customer Division of Astro Malaysia Holdings Berhad ▪ Currently, she is the Vice President Industrial Development Division, Johor Corporation
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Any shareholding in the financial institution	▪ None	▪ None	▪ None	▪ None	▪ None	▪ None
Chairman and members of each board committee	▪ Chairman of the Board	<ul style="list-style-type: none"> ▪ Member of Audit Committee ▪ Member of Nomination & Remuneration Committee ▪ Member of Investment Committee ▪ Member of the Board of Commissioners of P.T. Asuransi Takaful Keluarga 	<ul style="list-style-type: none"> ▪ Chairman of Board Risk Committee ▪ Member of Audit Committee ▪ Member of Nomination & Remuneration Committee 	<ul style="list-style-type: none"> ▪ Chairman of Audit Committee ▪ Chairman of Nomination & Remuneration Committee 	▪ Member of Board Risk Committee	<ul style="list-style-type: none"> ▪ Chairman of Investment Committee ▪ Member of Board Risk Committee
Appointments, resignations and removals of directors during the financial year	▪ No appointments, resignations and removals of directors during the financial year except for Datuk Rozaida Omar who ceased office as Non-Independent Non-Executive Director on 15 May 2018.					



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Description of training and education provided to the board	<ul style="list-style-type: none"> • INPUMA Malaysia - Indonesia Conference (5 March 2018) • Audit Committee Institute Breakfast Roundtable on "KPMG Report on Non-Executive Directors Remuneration" (19 March 2018) • MIRA Workshop: Corporate Liability Provision : "Exposure of Directors, Partners and Management on Offences Committed by Employees or Others" (25 July 2018) • Offsite Planning Meeting (17 and 18 November 2018) 	<ul style="list-style-type: none"> • Tax Workshop - Capital Statement (2 August 2018) • AMLA 2018 (29 August 2018) • Cyber Risk Awareness (22 November 2018) • 2019 Budget Tax Proposals (30 November 2018) • Compliance Management Strategy During Conflict of Interest (3 December 2018) • Combating Money Laundering and Fraud in a Digital Economy (4 December 2018) • Cryptocurrency & its Implications on Money Laundering Activities (4 December 2018) • Offsite Planning Meeting (17 and 18 November 2018) 		<ul style="list-style-type: none"> • AMLA 2018 (29 August 2018) • MIA International Accountants Conference 2018 Kuala Lumpur, Malaysia (9 and 10 October 2018) • Offsite Planning Meeting (17 and 18 November 2018) • Cyber Risk Awareness (22 November 2018) 	<ul style="list-style-type: none"> • Focus Group (Insurance & Takaful) - Discussion in Preparation for the 5th Annual Dialogue with the Governor (1 March 2018) • Takaful & Retakaful (14 May 2018) • Offsite Planning Meeting (17 and 18 November 2018) 	<ul style="list-style-type: none"> • JCorp Intellectual Property Management Awareness Programme by JCorp (3 October 2018) • Offsite Planning Meeting (17 and 18 November 2018) • Seminar & Business Trip: Korea Cloud & Datacentre Summit 2019 by WMedia (23 January 2019)
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Attendance of each Director at the Board of Directors' Meetings (Total: 8 Meetings)	8/8	8/8	8/8	8/8	8/8	7/8
Attendance of Audit Committee Members at the Audit Committee Meetings (Total: 4 Meetings)	Not Applicable	4/4	4/4	4/4	Not Applicable	Not Applicable
Attendance of Nomination & Remuneration Committee (NRC) Members at the NRC Meetings (Total: 6 Meetings)	Not Applicable	6/6	5/6	6/6	Not Applicable	Not Applicable
Attendance of Board Risk Committee (BRC) Members at the BRC Meetings (Total: 4 Meetings)	Not Applicable	Not Applicable	4/4	Not Applicable	4/4	4/4
Attendance of Investment Committee Members at the Investment	Not Applicable	4/4	Not Applicable	Not Applicable	Not Applicable	4/4



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Committee Meetings (Total: 4 Meetings)						
Attendance of Long Term Incentive Plan (LTIP) Committee Members at the LTIP Committee Meetings (Total: 1 Meeting) before dissolved as approved by the Board at the meeting held on 27 July 2018	Not Applicable	1/1	Not Applicable	1/1	Not Applicable	Not Applicable
Attendance of Tender Committee Members at the Tender Committee Meetings (Total: No Meeting) Dissolved as approved by the Board at the meeting held on 27 July 2018	Not Applicable	0	Not Applicable	Not Applicable	0	Not Applicable



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2. Function and Conduct							
Committee	The Board	Audit Committee	Nomination & Remuneration Committee	Board Risk Committee	Investment Committee	Long Term Incentive Plan Committee	Tender Committee
Roles and responsibilities of the Board and the Board Committees	As stipulated in the Company's Constitution and Terms of Reference (TOR)/Board Charter	As stipulated in the TOR of Audit Committee	As stipulated in the TOR of Nomination & Remuneration Committee	As stipulated in the TOR of Board Risk Committee	As stipulated in the TOR of Investment Committee	As stipulated in the TOR of Long Term Incentive Plan Committee	As stipulated in the TOR of Tender Committee

3. Overview of the Internal Control Framework	
Main features of the internal control framework, and the nature and frequency of any review and assessment conducted on the internal control framework	Our internal control framework is established on an enterprise risk-based approach with the objective of providing effective controls covering amongst others, compliance with prevailing internal policies and procedures as well as applicable laws, regulations and guidelines imposed by the regulatory and/or statutory bodies. The frequency of the reviews is determined by the level of risks derived through the risk assessment exercise conducted Company-wide and is also taking into account issues raised by the regulators, external auditors and management requests (if any). This plan is presented to the Audit Committee for approval on a yearly basis.
Key policies and procedures of the internal control framework, including any changes made to these policies and procedures during the financial year	<p>The key policies and procedures of Internal Control Framework is as follows:</p> <ul style="list-style-type: none"> • Organisational structure • Limits of Authorities • Standard Operating Procedures • Product Development Framework • Compliance Functions • Whistle Blowing Policy and Fraud Integrity Policy • Anti-Money Laundering and Counter Financing of Terrorism Policy (AML/CFT) • Shariah Governance Framework • Shariah Compliance Manual • Shariah Risk Management Policy • Assets and Liabilities Management Framework • Takaful Operational Framework



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	<ul style="list-style-type: none"> • Surplus Management and Distribution Policy • Business/Marketing Plan and Budget Process • Financial Reporting <p>The changes made to the policies during the year (if any) is in line with the requirements of regulatory bodies and other authorities to reflect latest rulings/guidelines. The process of changes follow the Company's policies and procedures review and approval process.</p>
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4. Remuneration – Qualitative Disclosures	
Information relating to the design and structure of the remuneration system, including – <ul style="list-style-type: none"> ▪ an overview of the key features and objectives of the remuneration policy ▪ a description of the scope of the remuneration policy (such as by regions or business lines), including the extent to which it is applicable to foreign subsidiaries and branches ▪ a description of the types of officers considered as senior officers and as other material risk takers, including the number of officers in each group ▪ an overview of the findings, recommendations and actions taken with respect to any review and assessment conducted on the remuneration system during the financial year ▪ a discussion of measures taken to ensure that officers in control functions are compensated independently of the businesses they oversee 	<p>The Board have approved the NED Remuneration Policy.</p> <p>The Policy is designed to align the personal objectives of staff with the long term interests of STMKB and the funds under its management. Strategic measures are implemented in order to ensure they are aligned to the interests of the Group and its stakeholders. The policy and the general incentive structure are designed to meet the following objectives:</p> <ul style="list-style-type: none"> • To be in line with the business strategy, objectives, values, long-term goals and interests of STMKB; • To be aligned with the principle of protection of customers and investors as well as prevention of conflict of interests; • To enable the Group to attract, develop and retain high-performing and motivated staff; • To offer a competitive remuneration package which is aligned with the industry; and • To encourage the staff to continue to perform and create sustainable results and ensure that there is an alignment of interest among the stakeholders; i.e. Shareholders, Customers and Staff.
Description of the ways in which current and future risks are taken into account in the remuneration system, including – <ul style="list-style-type: none"> ▪ an overview of the key risks that the financial institution takes into account when implementing remuneration measures 	<p>Remuneration and rewards are granted to an employee based on the achievement of the KPIs and subject to the Company's overall annual financial performance and guided by the following factors:</p> <ul style="list-style-type: none"> • The Company's overall performance and affordability (Profit after Tax & Zakat); • The performance of the sales divisions; • The employee's individual performance;



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<ul style="list-style-type: none"> ▪ an overview of the nature and type of the key measures used to take account of these risks, including risks that are difficult to measure (values need not be disclosed) ▪ a discussion of the ways in which these measures affect remuneration ▪ a discussion of how the nature and type of these measures have changed over the financial year, reasons for the changes, and the impact of these changes on remuneration 	<ul style="list-style-type: none"> • Moderated performance rating distribution to align with the Company’s performance; • Benchmarking with the current market practice; • The approved remuneration and reward matrix (governed by a specific business rule and requirement);
<p>Description of the ways in which the financial institution seeks to link performance during a performance measurement period with levels of remuneration, including –</p> <ul style="list-style-type: none"> ▪ an overview of the main performance metrics for the financial institution, top-level business lines and officers ▪ a discussion of how amounts of individual remuneration are linked to institution-wide and individual performance ▪ a discussion of the measures that will be taken to adjust remuneration in the event that performance metrics are weak, including the financial institution’s criteria for determining “weak” performance metrics 	<p>STMKB’s performance management aligns the employees’ actions and behaviours with the Company’s strategies and goals which consist of the following:</p> <ul style="list-style-type: none"> • Key Result Area (KRA) - key deliverables that create the greatest impact of the job and reflect the core responsibilities; • Key Performance Indicator (KPI) - a specific measure of performance that is quantifiable/measurable; • Competencies - Key behaviours expected to be demonstrated towards achievement of targets or goals. <p>The performance management process covers the following:-</p> <ul style="list-style-type: none"> • A business plan and strategy presentation by division heads to the Board of Directors on an annual basis for approval; • Circulation of the approved business plans and strategies to all employees; • KRA and KPIs of the employees to tie back to the business plans and strategies; • Performance of employees to be reviewed during the mid-year and a final assessment will be conducted during the financial year end.
<p>Description of the ways in which the financial institution seeks to adjust remuneration to take account of longer-term performance, including-</p> <ul style="list-style-type: none"> ▪ a discussion of the financial institution’s policy on deferral and vesting of variable remuneration and, if the fraction of variable remuneration that is deferred differs across officers or groups of officers, a description of the factors that determine the fraction and their relative importance 	<p>Philosophy or methodology imposed by STMKB to determine an employee’s remuneration is guided as per the following:</p> <ul style="list-style-type: none"> • Pay for performance with the notion that there is a direct link between the employee’s remuneration and individual or Company’s performance; • Set the remuneration level to STMKB’s comparative group by performing a market benchmarking exercise on an annual basis; • Set a market benchmark of the remuneration against the standard approved by the Board. • Long Term Incentive Plan (LTIP) granted to key employees based on performance matrix that will drive the growth of the business while simultaneously helping to retain the talent.



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<ul style="list-style-type: none"> ▪ a discussion of the financial institution’s policy and criteria for adjusting deferred remuneration before vesting and after vesting through clawback arrangements 	
<p>Description of the different forms of variable remuneration that the financial institution utilises and the rationale for using these different forms, including –</p> <ul style="list-style-type: none"> ▪ an overview of the forms of variable remuneration offered (such as cash, shares and share-linked instruments) ▪ a discussion of the use of the different forms of variable remuneration and, if the mix of different forms of variable remuneration differs across officers or groups of officers), a description the factors that determine the mix and their relative importance 	<p>Philosophy or methodology imposed by STMKB to determine an employee’s remuneration is guided as per the following:</p> <ul style="list-style-type: none"> • Pay for performance with the notion that there is a direct link between the employee’s remuneration and individual or Company’s performance; • Set the remuneration level to STMKB’s comparative group by performing a market benchmarking exercise on an annual basis; • Set a market benchmark of the remuneration against the standard approved by the Board. • Long Term Incentive Plan (LTIP) granted to key employees based on performance matrix that will drive the growth of the business while simultaneously helping to retain the talent.

<p>5. Remuneration – Quantitative Disclosures</p>	
<p>Breakdown of the total amount of remuneration awards for the Group Chief Executive Officers and Directors for the financial year, disclosed individually for the GCEO and each Director, to show –</p> <ul style="list-style-type: none"> ▪ fixed and variable remuneration ▪ deferred and non-deferred remuneration ▪ the different forms of remuneration used (such as cash, shares and share-linked instruments) 	<p>The disclosure is as per table A below.</p>
<p>Remuneration information in two broad categories, namely in respect of Senior Management and other material risk takers, as follows:</p> <ul style="list-style-type: none"> ▪ breakdown of the total amount of remuneration awards for the financial year as exemplified in Table A, to show – <ul style="list-style-type: none"> ○ fixed and variable remuneration ○ deferred and non-deferred remuneration 	<p>The disclosure will be made later as the effective date on this requirement is 3 August 2019.</p>



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| <ul style="list-style-type: none">○ the different forms of remuneration used (such as cash, shares and share-linked instruments)▪ number of officers having received a variable remuneration during the financial year▪ number and total amount of guaranteed bonuses awarded during the financial year▪ number and total amount of sign-on awards made during the financial year▪ number and total amount of severance payments made during the financial year▪ total amount of deferred remuneration paid out during the financial year▪ the officers' exposure to implicit (such as fluctuations in the value of shares or performance units) and explicit adjustments (such as malus, clawbacks or similar reversals or downward revaluations of awards) of deferred remuneration and retained remuneration, including—<ul style="list-style-type: none">○ total amount of outstanding deferred remuneration and retained remuneration exposed to ex-post explicit and implicit adjustments○ total amount of reductions during the financial year due to ex-post explicit adjustments○ total amount of reductions during the financial year due to ex-post implicit adjustments | |
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Table A														
	Tan Sri Dato' Ahmad Fuzi Haji Abdul Razak		Mahadzir Azizan		Zakaria Ismail		Dato' Othman Abdullah		Mohd Tarmidzi Ahmad Nordin		Datin Sri Azlin Arshad		Dato' Sri Mohamed Hassan Kamil GCEO	
Total value of remuneration awards for the financial year	Unrestricted	Deferred	Unrestricted	Deferred	Unrestricted	Deferred	Unrestricted	Deferred	Unrestricted	Deferred	Unrestricted	Deferred	Unrestricted	Deferred
Fixed remuneration														
Cash-based	210,000.00	N/A	102,000.00	N/A	120,000.00	N/A	150,000.00	N/A	72,000.00	N/A	72,000.00	N/A	6,105,000.00	N/A
Shares and share-linked instruments	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Other	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Variable remuneration														
Cash-based	60,000.00	N/A	66,500.00	N/A	65,000.00	N/A	68,000.00	N/A	54,000.00	N/A	58,000.00	N/A	1,881,600.00	N/A
Shares and share-linked instruments	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2,296,777.00
Other	29,956.78	N/A	22,161.80	N/A	21,705.83	N/A	1,107.47	N/A	31,571.59	N/A	16,496.43	N/A	395,080.78	N/A