



OCR Group Berhad

(Registration No: 199701025005 (440503-K))
(Incorporated in Malaysia)

Terms of Reference of Employees' Share Option Scheme Committee

1. Objectives

The principal objectives of the Employees' Share Option Scheme Committee ("the Committee") is to assist the Board of Directors ("the Board") in their responsibilities to implement the Employees' Share Option Scheme ("ESOS" or "Scheme") and to ensure that the ESOS is properly administered in accordance with the ESOS By-Laws.

2. Composition

The Committee shall be appointed by the Board of the Company and shall comprise of at least three (3) members, one of whom shall be an Executive Director of the Company.

If any member of the Committee resigns, dies or for any other reason ceases to be a member which results in the number of members to less than three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new member(s) as may be required to make up the minimum number of two (3) members.

The Board of the Company may from time to time, by majority of votes, increase or reduce the number of Members in the Committee. The Board of the Company may by majority of votes, appoint or remove any Member of the Committee.

All members of the Committee, including the Chairman, shall hold office only while they serve as Directors/employees of the Company. Should any member of the Committee cease to be a Director/employees of the Company, his membership in the Committee shall automatically cease forthwith.

3. Chairman

The Committee shall elect a Chairman from among its members. The Chairman of the Committee shall be approved by Board.

4. Secretary

The Company Secretary or any person appointed by the Committee shall act as Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and other supporting explanatory documentation for circulation to the members prior to each meeting.

The Secretary shall keep the minutes of the meetings of the Committee, and circulate them to the members of the Board.

5. Meetings

The Committee may meet together at such times as the Chairman of the Committee deemed necessary during the duration of the ESOS pursuant to the ESOS By-Law.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman of the meetings.

A member of Committee may participate in a meeting of by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

Any decision, issue or matter to be decided by the Committee shall be decided by a majority of votes and a determination by a majority of Members in the Committee shall for all purposes be deemed a determination of the Members.

The Committee may deal with matters by way of a circular resolution in writing, in lieu of convening a formal meeting. The circular resolution, signed by a majority of the members of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened.

6. Quorum

A quorum shall consist of two (2) members.

7. Rights

The Committee shall be entitled to seek any information it requires from any employee (including Executive Directors) of the Company in order to perform its duties.

The Committee shall, in accordance with the procedure or process to be determined by the Board and at the expense of the Company:

- Review, assess and recommend to the Board the ESOS Options to be granted to eligible employees and directors of the Company and its subsidiaries in all forms, taking into account other independent professional advice if necessary.
- Shall be entitled to the services of a Secretary who must ensure that all decisions made on the ESOS Options be properly recorded in the minutes book.

8. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

- To review and recommend to the Board in consultation with the Managements, the allocation of ESOS Options to be granted to eligible employees and directors of the Company and its subsidiaries.
- determine appropriate procedures and make regulations consistent with the ESOS By-Law for the administration and operation of the ESOS;
- modify and/or amend from time to time, the terms and conditions of the ESOS By-Law and the ESOS scheme Provided Always that approval by resolution of the Board is obtained;
- To enter into any transactions, agreements, deeds, documents or arrangements, and make rules, regulations or impose terms and conditions or delegate part of its power relating to the ESOS subject to the provisions of the ESOS By-Laws.
- To administer the ESOS in such manner as it shall think fit and with such powers and duties as are conferred upon it by the Board.
- resolve conclusively all questions of fact or interpretation arising in connection with the Scheme;
- resolve conclusively any disputes in relation to the Scheme;
- delegate any functions and powers it may consider appropriate, for the efficient administration of the Scheme, to a sub-committee or any person or persons whom the Committee reasonably believes to be capable of performing those functions and exercising those powers;
- To act in line with the directions of the Board.
- To take all other actions within the purview of the ESOS Committee pursuant to the ESOS By-Laws, for the necessary and effective implementation and administration of the ESOS.

9. Revision and updates

This Terms of Reference shall be reviewed and updated from time to time to ensure it remains consistent with the Committee's objectives and responsibilities

APPROVED BY THE BOARD OF DIRECTORS ON 11 MARCH 2022.
