

KJTS GROUP BERHAD
Registration No. 202201020004 (1465701-T)

TERMS OF REFERENCE OF THE LONG-TERM INCENTIVE PLAN COMMITTEE

1. PURPOSE AND OBJECTIVES

The objective of the Terms of Reference of the Long-Term Incentive Plan Committee (“LTIP Committee”) is to assist the Board of Directors (“Board”) of KJTS Group Berhad (“Company”), in implementing and administering the Long-Term Incentive Plan (“LTIP”) of the Company, comprising Executives’ Share Option Scheme (“ESOS”) and Executives’ Share Grant Scheme (“ESGS”) in accordance with the by-laws of the LTIP (“By-Laws”) as attached.

2. COMPOSITION AND MEMBERSHIP

2.1 Members of the LTIP Committee shall be appointed by the Board amongst its Directors and/or senior management personnel of the Company or its subsidiary(ies) (“Group”) and shall comprise at least three (3) members.

2.2 The Chairman of the Board must not be a member/chairman of the LTIP Committee.

2.3 Where the members of the LTIP Committee for any reason are reduced to less than three (3), the Board shall, based on the recommendation of the Nominating Committee, within three (3) months from the occurrence of the event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.

2.4 The Board is also entitled, at any time and from time to time, to rescind the appointment of any member of the LTIP Committee and appoint replacement members to the LTIP Committee, to change the terms of appointment of the members of the LTIP Committee.

3. CHAIRMAN

3.1 The Chairman of the LTIP Committee shall be a Director elected from amongst the LTIP Committee members.

3.2 In the absence of the Chairman of the LTIP Committee, the other members of the LTIP Committee shall amongst themselves elect a Chairman to chair the meeting.

4. SECRETARY

The Company Secretary or his/her nominee shall be the Secretary of the LTIP Committee.

5. QUORUM AND MEETING PROCEDURES

- 5.1 The LTIP Committee shall meet at least once a year or as and when the LTIP Committee deems necessary to fulfil its responsibilities.
- 5.2 If any member is unable to be physically present, he/she may choose to participate by means of a telephone conference or any other audio, audio-visual, or communication equipment which allows all persons participating in the meeting to hear and speak with each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.
- 5.3 The main venue of the meeting shall be the place where the Chairman is present.
- 5.4 The quorum for the meeting shall be two (2) members.
- 5.5 The Company Secretary, in consultation with the Chairman of the LTIP Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant supporting papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the LTIP Committee.
- 5.6 The LTIP Committee may, as and when deemed necessary, invite any Board members or any member of management or any employee of the Company or consultants, who the LTIP Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.
- 5.7 A matter put to vote at the LTIP Committee meetings shall be decided by a simple majority of the votes, each member of the LTIP Committee having one (1) vote. In the event of an equality of votes, the Chairman has a second or casting vote.
- 5.8 A member of the LTIP Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.

6. MINUTES

- 6.1 Upon conclusion of the LTIP Committee meeting, the minutes are to be circulated in a timely manner. The Company shall cause minutes of all proceedings of the LTIP Committee meeting to be entered in the books for that purpose. Minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 6.2 Minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any LTIP Committee member or Board member.
- 6.3 The minutes of each LTIP Committee meeting shall be distributed to the Board members for notation.

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7. WRITTEN RESOLUTION

7.1 A resolution in writing signed by a majority of the LTIP Committee members for the time being (in accordance with the quorum that is required by an LTIP Committee meeting) shall be as valid and effectual as if it had been passed at a meeting of the LTIP Committee duly called and constituted.

7.2 The resolution may consist of several documents in like form, each signed by one (1) or more LTIP Committee members. Such document may be accepted as sufficiently signed by a LTIP Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which include a signature of the said LTIP Committee member.

8. REPORTING

The LTIP Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each LTIP Committee meeting. When presenting any recommendations to the Board for approval, the LTIP Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

9. AUTHORITY

The LTIP Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:-

- (a) have the resources which are required to perform its duties;
- (b) have full and unrestricted access to all information and documents within the Group to perform its duties; and
- (c) obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary.

All the recommendation of the LTIP Committee are subject to the approval of the Board of the Company.

10. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the LTIP Committee are to, amongst others:-

- 10.1 Exercise all the powers and undertake the duties and responsibilities stated in the By-Laws;
- 10.2 Administer the ESOS and ESGS in such manner as provided in the By-Laws and the powers and duties conferred upon by the Board, including but not limited to the following:-

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- (a) determine the eligibility of the person for participation in the ESOS and ESGS according to Clause 4 of the By-Laws;
 - (b) decide on the number of options and/or shares to be offered to eligible persons, the option/subscription price for the options and/or shares, vesting conditions (if any) and such other terms in relation to the offer according to Clauses 5 and 6 of the By-Laws;
 - (c) enter any transactions, agreements, deeds, documents or arrangement and make rules, regulations or impose terms and conditions or delegate part of its power relating to the ESOS and ESGS subject to the provisions of the By-Laws; and
 - (d) take all other actions within the purview of the LTIP Committee pursuant to the By-Laws, for the necessary and effective implementation and administration of the ESOS and ESGS.
- 10.3 Monitor the progress of ESOS and ESGS with the power to vary, amend, waive or modify any of the terms and conditions of the offer at any time and from time to time as it deems necessary and appropriate;
- 10.4 Review and report to the Board on a regular basis on how the LTIP Committee has discharged its responsibilities and provide to the Board copies of the minutes of meetings of the LTIP Committee;
- 10.5 Arrange for periodic reviews of its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- 10.6 Act in line with the directions of the Board; and
- 10.7 Consider and examine such other matters as the LTIP Committee considers appropriate.

11. REVIEW OF THE WRITTEN TERMS OF REFERENCE

- 11.1 Any amendments to these terms of reference of the LTIP Committee shall be approved by the Board. These terms of reference will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the LTIP Committee's responsibilities.
- 11.2 The written terms of reference will be made to public on the Company's website.