



**GOLDEN PHAROS BERHAD**

(Company No. 152205-W)

(Incorporated in Malaysia)

**LONG TERM INCENTIVE PLAN  
(LTIP) COMMITTEE  
- TERMS OF REFERENCE  
*(Amended)***

	<b>Page</b>
<b>LTIP COMMITTEE</b>	
1.0 FUNCTION	3
2.0 COMPOSITION	3
3.0 SECRETARY	3 ~ 4
4.0 MEETING GUIDELINES	4 ~ 5
5.0 DUTIES AND RESPONSIBILITIES	5
6.0 AUTHORITY	5
7.0 REVIEW AND EVALUATION PROCEDURES	6
8.0 EFFECTIVE DATE AND AMMENDMENT	6

## 1.0 FUNCTION OF THE LTIP COMMITTEE

- 1.1 Administer the implementation of the ESOS and ESGS in accordance with the By-Laws, make rules and regulations or impose such terms and conditions in such manner as it deems fit and with such powers and duties as are conferred upon it by the Board.
- 1.2 Subject to the provisions of the Scheme, to construe and interpret the By-Laws and options granted under it, to define the terms therein and establish, amend and revoke rules and regulations relating to the Scheme and its administration and the LTIP Committee shall have the power by resolution to add to, amend and/or delete all or any of the By-Laws, subject always to the terms of the By-Laws. The LTIP Committee in the exercise of this power may correct any defect, supply any omission or reconcile any inconsistency in the By-Laws or in any agreement providing for any option in such manner and to the extent it shall deem necessary to expedite and make the Scheme fully effective in accordance with the By- Laws.
- 1.3 To determine all questions of policy and expediency that may arise in the administration of the Scheme including, amongst others, the terms of eligibility of the employees of the Group Company, the method or manner in which the grants are made to and exercised by Eligible Employees and any conditions imposed in relation thereto, and the termination of any options, and generally the exercise of such powers and performance of such acts as are deemed necessary or expedient to promote the best interests of the Company.

## 2.0 COMPOSITION OF THE LTIP COMMITTEE

- 2.1 The LTIP Committee shall consist of such number of Directors and/or officers of the Company as shall be appointed by Board.
- 2.2 The LTIP Committee shall comprise of at least:
  - a) an independent non-executive director
  - b) a non-independent non-executive director
  - c) the CEO of the Company
- 2.3 The Chairman of the LTIP Committee shall be elected from amongst the LTIP Committee members and ***shall be approved by the Board of Directors***. In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members as a Chairman of the meeting.
- 2.4 Where the members for any reason are reduced to less than three (3), that Board shall within six (6) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 2.5 A member of the LTIP Committee shall excuse himself from deliberating any matter which gives rise to an actual or perceived conflict of interest situation for him.
- 2.6 All members shall hold office only for so long as they serve as Directors or officers of the Company.

## 3.0 SECRETARY OF THE LTIP COMMITTEE

- 3.1 The Head of HR of the Company or any other person appointed by the LTIP Committee shall be the Secretary of the LTIP Committee.

3.2 The Secretary shall:

- i) ensure all appointments to the LTIP Committee are properly made;
- ii) ensure that the LTIP Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues;
- iii) prepare the minutes of the LTIP Committee meetings and record the conclusions of the LTIP Committee in discharging its duties and responsibilities;
- iv) circulate the minutes of the LTIP Committee meetings promptly to all members of the LTIP Committee and make the same available to Board members who are not members of the LTIP Committee; and
- v) ensure that the minutes of the LTIP Committee meetings are properly kept and produced for inspection, if required.

## 4.0 MEETING GUIDELINES OF THE LTIP COMMITTEE

### 4.1 Quorum

- 4.1.1 No business shall be transacted at any meeting of the Committee unless a quorum is present.
- 4.1.2 A quorum shall be two (2) members, one of whom shall be the Chairman of the LTIP Committee, and at least one Independent Non-Executive Director.
- 4.1.3 Any decision arising at the meeting shall be decided by a majority of votes, each member having one vote and a determination by a majority of member shall for all purposes be deemed a determination of the members.
- 4.1.4 Where only the minimum quorum is present and there is equality in vote, the resolution shall be deemed not to have been passed, where upon the question in issue shall be tabled at the next meeting of the LTIP Committee or referred to the Board, whichever is more expedient.

### 4.2 Meetings

- 4.2.1 The LTIP Committee shall meet at least once a year, or more frequently, at its discretion.
- 4.2.2 The Secretary shall prepare the minutes of the meeting and distribute it to each member. The minutes of the Committee shall be confirmed and signed by the Chairman of the Committee or the presiding Chairman of the next succeeding meeting. The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance. Draft minutes of committee meetings shall be circulated promptly to all members of the committee.
- 4.2.3 The LTIP Committee meeting may be held at one or more venues inside or outside Malaysia using any technology that enable the LTIP Committee as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior or at the meeting.

- 4.2.4 Decision-making shall be by way of a majority of votes of the members of the LTIP Committee present and voting at the meeting.
- 4.2.5 The Minutes of the Committee meeting shall be maintained by the Secretary and to be made available for notation to the Board.
- 4.2.6 The Chairman of the LTIP Committee shall report to the Board on any matter that should be brought to the Board's attention.
- 4.2.7 Any resolution in writing, signed or assented to by majority members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened.
- 4.2.8 The LTIP Committee may invite any persons to be in attendance to assist in its deliberations and/or to make presentations or reports or provide independent advice to the LTIP Committee on any matters within its scope of responsibilities.

## **5.0 DUTIES AND RESPONSIBILITIES**

- 5.1 To approve the number of options to be issued to ESOS Grantee.
- 5.2 To approve the number of shares to be awarded to ESGS Grantee.
- 5.3 To approve the issuance of offer letters to Eligible Employee.
- 5.4 To determine the number of shares that will vest to ESGS Grantee annually.
- 5.5 To determine the eligibility of an employee to receive options and shares.

## **6.0 AUTHORITY OF THE LTIP COMMITTEE**

- 6.1 The LTIP Committee is authorized by the Board of Directors to review, recommend and approve any activity within its terms of reference.
- 6.2 Have unlimited access to all the information and documents relevant to its activities, including but not limited to the following:
  - i) the full name and job title of a participant;
  - ii) the date of commencement of his/her employment with the Group;
  - iii) the total number of shares which comprise:
    - (a) the options granted to the participant;
    - (b) the options which had been accepted by him/her; and
    - (c) the options which had been vested; and
    - (d) the performance records of the participant.

## **7.0 REVIEW & EVALUATION PROCEDURES OF THE LTIP COMMITTEE**

- 7.1 The LTIP Committee shall perform an annual review and an evaluation of its performance to ensure that it is meeting its responsibilities as set forth in these Terms of Reference. The review shall specifically include consideration of the following:

- i) Frequency and timeliness of the LTIP Committee meetings.
- ii) Adequacy and quality of information and materials provided to the LTIP Committee.
- iii) Effectiveness of the LTIP Committee in carrying out the duties as set out in these Terms of Reference.
- iv) Contributions of individual member of the LTIP Committee.
- v) Appropriateness and adequacy of these Terms of Reference. The LTIP Committee shall recommend to the Board such changes to these Terms of Reference in such manner as the LTIP Committee deems appropriate.

## **8.0 EFFECTIVE DATE AND AMENDMENT**

These Terms of Reference are effective as of the date they are adopted by the Board, and they will remain in effect until modified, superseded or cancelled by appropriate Board action. These Terms of Reference may be amended at any time by the Board in accordance with any other applicable rules and regulations governing the Scheme.