

Niche Capital Emas

NICHE CAPITAL EMAS HOLDINGS BERHAD

Registration No. 200001024664 (527272V)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NICE EMPLOYEES' SHARE SCHEME COMMITTEE

The expressions used in these Terms of Reference, except where the context otherwise requires, shall have the same meaning in the By-Laws for the Employees' Share Scheme.

1.0 **OBJECTIVE**

The objective of the Employees' Share Scheme Committee ("**Committee**") is to assist the Board in fulfilling its overall responsibilities for Niche Capital Emas Holdings Berhad ("**NICE**" or "**the Company**") to oversee the implementation and administration of the Employees' Share Scheme ("**Scheme**" or "**ESS**") for NICE and its subsidiary companies ("**Subsidiaries**") (collectively refers to as the "**Group**"). Consistent with this function, the Committee should encourage continuous adherence and improvement to the Group's ESS By-Laws.

The implementation of the Scheme primarily serves to align the interests of the **Eligible Persons** with an opportunity to have equity participation in the Company and help achieve the positive objectives as set out below: -

- (a) to recognise the contributions of the Eligible Persons whose services are valued and considered vital to the operations and continued growth of the Group;
- (b) to motivate the Eligible Persons towards improved performance through greater productivity and loyalty;
- (c) to inculcate a greater sense of belonging and dedication as the Eligible Persons are given the opportunity to participate directly in the equity of NICE;
- (d) to retain the Eligible Persons, hence ensuring that the loss of key personnel is kept to a minimum level;
- (e) to attract new talents to contribute to the growth of NICE; and
- (f) to reward the Eligible Persons by allowing them to participate in NICE's profitability and to eventually realise any capital gains arising from appreciation in the value of NICE shares.

The Eligible Persons refer to the Directors (including non-executive Directors) and / or employees of the Group who fulfils the criteria of eligibility to participate in the ESS as stipulated in the By-Laws.

The ESS By-Laws (as attached herein as "Appendix A") will govern the Scheme and may be amended, modified and / or supplemented from time to time.

2.0 MEMBERSHIP

- 2.1 The Committee shall be appointed by the Board and shall be composed of not fewer than three (3) in number. The ESS Committee shall comprise persons from the Board and/or senior management of the Group.
- 2.2 The members of the Committee shall elect a chairman from among their number.
- 2.3 In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall, within three (3) months fill the vacancy.
- 2.4 The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee.
- 2.5 The ESS shall ensure that the respective Directors and/or senior management do not participate in the deliberation or discussion of their own allocation and/or allocation to persons connected to them. A Selected Person who is a member of the ESS Committee shall abstain from deliberations in respect granted or to be granted to that Selected Person and/or persons connected to them.

3.0 FUNCTIONS

- 3.1 The Committee will administer the Scheme in such manner as it in its discretion deems fit.
- 3.2 For the purpose of administering the Scheme, the Committee may do all such acts and things and 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 administration of the Scheme, as the Committee may in its discretion deem fit necessary and/or expedient for the implementation and administration of, and to give full effect to, the Scheme.
- 3.3 The Committee has the absolute discretion in determining whether the Awards will be granted in a single tranche or on a staggered basis over the duration of the Scheme.

In the event the Committee decides that the Awards are to be staggered, the number of Awards to be offered pursuant to each Awards and the timing for the vesting of the same shall be decided by the Committee at its sole and absolute discretion and each Award shall be separate and independent from the other.

4.0 POWERS, DUTIES AND AUTHORITY

4.1 Pursuant to ESS By-Laws 4.1 and 4.2, the Committee has the discretion to decide on any other eligibility criteria for purposes of selecting an Eligible Person from time to time.

4.2 The Committee may from time to time, at its sole discretion, select and identify suitable Selected Persons to be offered the **Awards** which may comprise of either or a combination of the following:

(a) Shares Grant

Shares Grant refer to the rights granted to the Participants to have a specific number of Shares vested in the Participants on the Vesting Date(s) specified in the **Offer**, subject to the terms and conditions in the ESS By-Laws and the Offer.

The Participant(s) are the Selected Person(s) who have duly accepted the Offer in accordance with the ESS By-Laws.

(b) ESS Options

This refer to the right of an Eligible Person to subscribe for new and / or existing at the ESS Options Exercise Price pursuant to the contract constituted by the acceptance of an Offer by an Eligible Person in the manner stipulated in the ESS By-Laws.

In any case, an Offer refers to an offer made in writing by the Committee to the Selected Person under the ESS.

4.3 The selection of any Eligible Person for participation in the Scheme will be made by the Committee in writing whose decision will be final and binding.

4.4 Subject to ESS By-Law 5.1 and any adjustments which may be made under ESS By-Law 18, the Committee will determine entirely at its discretion the actual number of Shares Grant and ESS Options to be allocated to a Selected Person after taking into consideration various factors pertaining to the Selected Person such as position, performance, ranking, length of service, potential contribution to the Group and any other factors deemed appropriate by the Committee.

Selected Person is an Eligible Person to whom an Offer has been made under the ESS.

- 4.5 A set of criteria on eligibility in respect of the allocation as determined by the Committee from time to time will be made available to all employees and Directors of the Group.
- 4.6 The Committee may stipulate any terms and conditions it deems appropriate in an Offer and the terms and conditions of each Offer may differ.
- 4.7 In the event that the conditions stipulated in an Offer in respect of any one or more Participant cannot be achieved/satisfied, the Committee may in its discretion by notice in writing to such Participant(s), waive any conditions stipulated in the Offer.
- 4.8 In the event a Selected Person is subject to **Disciplinary Actions** after an Offer is made but before the acceptance of such Offer by such Selected Person, the Offer is deemed withdrawn and no longer capable of acceptance, unless otherwise decided by the Committee who may in so doing, impose such terms and conditions as it deems appropriate having regard to the nature of the Disciplinary Actions made or brought against the Selected Person.

Disciplinary Actions refer to actions instituted by NICE or its Subsidiaries against a Participant in writing for any alleged misbehaviour, misconduct, and / or any other act of the Participant deemed to be unacceptable in the course of that Participant's employment, whether or not such actions may give rise to a dismissal or termination of the employment contract and / or contract of service of such Participant.

- 4.9 Nothing in the By-Laws will prevent the Committee (but the Committee will not be obliged to do so) from making a fresh Offer to such Selected Person in the event that such Disciplinary Actions are not found against him or if such Disciplinary Actions are withdrawn provided that such Offer is made within the duration of the Scheme Period.
- 4.10 In the event a Participant is subject to Disciplinary Actions, the right of the Participant to have vested any Unvested Awards and/or to exercise any Unexercised Option will be suspended pending the outcome of the Disciplinary Actions unless otherwise decided by the Committee who may in so doing, impose such terms and conditions as it deems appropriate having regard to the nature of the Disciplinary Actions made or brought against the Participant.

- 4.11 Nothing in the ESS By-Laws will prevent the Committee (but the Committee will not be obliged to do so) from making a fresh Offer and/or reinstating the right of the Participant to have vested any Unvested Awards and/or to exercise any Unexercised Option in the event that such Disciplinary Actions are not found against him or if such Disciplinary Actions are withdrawn provided that such Offer and/or reinstatement is made within the duration of the Scheme Period.
- 4.12 If the Committee does not reinstate such right of the Participant prior to the expiry of the Scheme Period, the Offer and acceptance of the Offer will automatically lapse and will immediately become null and void.
- 4.13 Subject to the By-Laws and compliance with the Listing Requirements and the approvals of any other authorities (if required), the Committee may at any time recommend to the Board any additions, amendments and/or modifications to and/or deletions of these By-Laws as it shall in its discretion think fit and shall have the power by resolution to add, amend, modify and/or delete all or any part of these By-Laws upon such recommendation.
- 4.14 The Committee shall have the full authority to make decisions on matters that shall be final and binding which fall within the purpose and responsibilities of the Committee in accordance to the ESS By-Laws.

5.0 METINGS

- 5.1 Meetings of the Committee may be called at any time by the Chairman of the Committee or by the Secretary on the requisition of the Members.
- 5.2 The quorum for the meeting shall be two (2) members.
- 5.3 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. In case of an equality of votes the Chairman, except when only two (2) Members are present or when only two (2) Members are competent to vote on the question at issue, shall have a second or casting vote.
- 5.4 Where necessary and appropriate, any decision of the Committee can be made by a majority of the Members via a Circular Resolution.
- 5.5 At all meetings of the Committee, the Chairman of the Committee, if present, shall preside. In the absence of the Committee's Chairman, the Members present at the meeting shall elect a Chairman of the meeting.

- 5.6 The Secretary shall draw up an agenda for each meeting, in consultation with the Chairman or Members of the Committee. The agenda shall be sent to all Members of the Committee and any persons who may be required to attend the meeting.
- 5.7 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.
- 5.8 The Minutes of the Committee meeting shall be maintained by the Secretary and to be made available for notation by the Board.

6.0 REPORTING

- 6.1 The Chairman of the Committee shall report the proceedings of each Committee Meeting to the Board.

7.0 SECRETARY

- 7.1 The Secretary to the Committee shall be the Company Secretary.