SKYECHIP BERHAD

Registration No. 201901014484 (1323812-D)
(Incorporated in Malaysia)

Terms of Reference Long-Term Incentive Plan Committee

Revision History

Revision	Revision Description	Author	Approved by	Effective Date
00	NEW Document	Company Secretary	Board	10 April 2026
01				
02				

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1. OBJECTIVES

1.1 The primary function of the Long-Term Incentive Plan ("**LTIP Scheme**" or "**Scheme**") committee ("**LTIP Committee**" or "**Committee**") of SkyeChip Berhad ("**SkyeChip**" or "**Company**") is to assist the board of directors of the Company ("**Board**"), in implementing and administering the Long-Term Incentive Plan ("**LTIP**") of the Company, comprising an employees' share option scheme ("**ESOS**") and an employees' share issuance scheme ("**ESIS**") in accordance with the by-laws of the LTIP ("**By-Laws**").

2. INTERPRETATION

2.1 In these terms of reference:

"**Board**" means the Board of Directors of the Company.

"**Board Committees**" means collectively, the Audit & Risk Management Committee, Nomination Committee, Remuneration Committee and the LTIP Committee.

"**Bursa Securities**" means Bursa Malaysia Securities Berhad.

"**By-Laws**" means the rules, terms and conditions of the LTIP (as may be modified, varied and/or amended from time to time).

"**Chairman**" means the chairman of the Board.

"**Company Secretary**" means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary.

"**Constitution**" means the constitution of the Company, including any amendments thereto that may be made from time to time.

"**Director**" means a natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, within the meaning of subsection 2(1) of the CMSA.

"**Eligible Person(s)**" means the Eligible Director(s) and employees of the Group (excluding dormant subsidiaries, if any) who fulfil the eligibility criteria for participation in the LTIP as set out in the By-Laws.

"**ESIS**" means the employees' share issuance scheme as stipulated in the By-Laws.

"**ESOS**" means the employees' share option scheme as stipulated in the By-Laws.

"**Executive Director**" or "**ED**" means a Director who is also a paid employee of the Company and is involved in the day-to-day management of the Company.

"**Independent Director**" or "**ID**" is defined in accordance with Paragraph 1.01 and Practice Note 13 issued of the MMLR.

"**Key Senior Management**" or "**KSM**" refers to a person, who in the opinion of SkyeChip, is one who generally holds highest level of management responsibility and decision-making authority within the Group and must include a person who is primarily responsible for the business operations of the Company's core Business and principal subsidiaries. Essentially, KSM is a member of the C-Suite or persons as identified as KSM.

"**LTIP**" refers to the establishment of the long-term incentive plan of the Company comprising the ESIS and the ESOS By-Laws.

"**LTIP Award**" refers to the ESIS Award(s) and/or the ESOS Award(s), as the case may be.

"**LTIP Committee**" or "**Committee**" means the LTIP Committee of the Company.

"**MMLR**" means the Main Market Listing Requirements of Bursa Securities.

"**LTIP Committee**" means the LTIP Committee of the Company.

"**Secretary**" is the Company Secretary who typically serves as the secretary of the LTIP Committee or any other person as the LTIP Committee may decide.

"**SkyeChip**" or "**Company**" means SkyeChip Berhad.

"**SkyeChip Group**" or "**Group**" means SkyeChip and its subsidiaries.

All terms used herein are in a gender-neutral sense.

3. COMPOSITION

3.1 The LTIP Committee shall be appointed by the Board from among the Directors and/or the KSM. It shall consist of at least three (3) members.

3.2 The chairman of the LTIP Committee shall be an Independent Director of the Company. The chairman of the LTIP Committee shall not be the Chairman.

3.3 No alternate Director or Chairman shall be appointed as a member of the LTIP Committee.

3.4 In the event of any vacancy in the LTIP Committee resulting in the reduction of the number of members to below three (3) or vacancy of the position of chairman of the LTIP Committee or resulting in the non-compliance of paragraph 3.1 above, the Board shall within three (3) months of the occurrence of such event appoint such number of new members as may be required to fill the vacancy.

3.5 Each member of the LTIP Committee, including the chairman of the LTIP Committee, shall hold office only for so long as they serve as Directors of the Company.

4. MEETING PROCEDURES

4.1 The LTIP Committee is to meet at least once during the financial year of the Company, i.e. on annual basis, or more frequently as the need arises or if so requested by any member of the LTIP Committee or by the chairman of the LTIP Committee.

4.2 The LTIP Committee shall conduct all its meetings separately from the Board meetings.

4.3 The quorum for the meeting shall be two (2) members.

4.4 In the absence of the chairman of the LTIP Committee, the members present shall elect an acting chairman from among them present.

4.5 Unless the meeting is called on a short notice basis, the Secretary, in conjunction with the chairman of the LTIP Committee, shall draw up an agenda, which shall be circulated together with the relevant support papers, at least five (5) working days prior to each meeting to the members of the LTIP Committee.

4.6 The LTIP meeting agenda shall be the responsibility of the chairman of the LTIP Committee with input from the LTIP Committee members. Where necessary, the agenda shall include input from the Management or other persons deemed appropriate to participate.

4.7 The LTIP Committee may, as and when deemed necessary, invite other Board members and KSM, employees, counsels and consultants, as applicable, to attend the meetings, specific to the relevant meeting, as and when necessary to assist in its deliberation and/or make presentations or reports or provide independent advice to the LTIP Committee on any matters within its scope of responsibilities.

4.8 The Secretary or his/her representative shall be in attendance at each LTIP Committee meeting and record the proceedings of the meeting thereat.

4.9 The LTIP Committee shall record its conclusion on issues discussed during meetings and report to the Board at Board meetings. The minutes shall be circulated to members of the Board and duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the LTIP Committee. The 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.

4.10 The LTIP Committee shall have the full authority to decide on matters that shall be final and binding where the matters are within the ambit of purpose and responsibilities of the LTIP Committee as set out in the By-Laws.

4.11 The LTIP Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

4.12 All LTIP Committee meetings may be recorded for the purpose of accurate documentation and reference. However, once the minutes of the LTIP Committee meeting have been duly prepared, approved and confirmed at the subsequent Committee meeting, the meeting recordings shall be promptly deleted and permanently removed from all storage devices and systems. The deletion of the recordings shall be carried out in a secure and irreversible manner to ensure the confidentiality and privacy of the LTIP Committee discussions and deliberations. This practice promotes the principle of maintaining official minutes as the authoritative record of LTIP Committee meetings while safeguarding sensitive information.

5. VOTING

5.1 Subject to item 4.1 above, in appropriate circumstances, the LTIP Committee may deal with matters by way of circular reports and resolutions in lieu of convening a formal meeting. A resolution in writing signed by a majority of members in lieu of convening a formal meeting shall be as valid and effectual as it had been passed at a meeting of the LTIP Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members and forwarded or otherwise delivered to and shall be recorded by the Company Secretary.

5.2 Each member of the LTIP Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting. Matters for decisions that arise at the LTIP Committee meeting will be decided by a majority vote. If the votes are equal, the chairman of the meeting has a second casting vote. However, the chairman of the meeting will not have a second casting vote where only 2 members of the LTIP Committee form the quorum or at which only 2 members are competent to vote on the question at issue.

5.3 An LTIP Committee member is required to abstain from discussions, deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation for the LTIP Committee member.

6. AUTHORITY

6.1 The LTIP Committee shall:

(a) have the resources which are required to perform its duties;

(b) have full and unrestricted access to any information and documents within the Group to perform its duties. However, the Company reserves the right to withhold dissemination of commercially sensitive information where appropriate, in line with confidentiality and governance policies;

(c) be able to obtain independent professional or other advice, at the expense of the Company wherever necessary and reasonable and in accordance with procedures to be determined by the Board, in order to perform its duties; and

(d) have any Director or employee of the Group attend LTIP Committee meetings, provided that the attendance of any particular LTIP Committee meeting by such Director or employee of the Group is at the LTIP Committee's invitation and discretion and must be specific to the relevant meeting.

All the recommendations of the LTIP Committee are subject to the approval of the Board.

7. SECRETARY

7.1 The Secretary shall organise and provide assistance at the LTIP Committee meetings and have the following key responsibilities:

(a) ensure meetings are arranged and held accordingly;

(b) assist the chairman of the LTIP Committee in planning the LTIP Committee's activities;

(c) draw up meeting agendas in consultation with the chairman of the LTIP Committee and maintain the minutes and draft its scheduled activities for the financial year;

(d) ensure structured communication channels between the Board and the LTIP Committee;

(e) ensure proceedings of meetings are recorded and the minutes circulated in a timely manner and reviewed by the LTIP Committee before disseminating them to the Board; and

(f) ensure the LTIP Committee's recommendations presented to the Board are supported by papers that explain the rationale of the LTIP Committee's recommendations.

8. FUNCTIONS & RESPONSIBILITIES

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

i. exercise all the powers and undertake the duties and responsibilities stated in the By-Laws;

ii. administer the ESOS and ESIS 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:-
   a. determine the Eligible Persons for participation in the ESOS and ESIS according to the By-Laws;
   b. decide on the number of options and/or shares to be offered to the 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 the By-Laws;
   c. enter into 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 ESIS 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 ESIS.

iii. To monitor the progress of the ESOS and ESIS 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.

iv. To report its activities, including how it has discharged its responsibilities to the Board on a regular basis and provide to the Board copies of the minutes of meetings of the LTIP Committee.

v. To arrange for periodic reviews of its own performanceand Terms of Reference to ensure it is operating at maximum effectiveness and recommend any change it considers necessary to the Board for approval.

vi. Undertake any other responsibilities as authorised by the Board.

9. REPORTING

9.1 The chairman of the LTIP Committee shall, at the conclusion of each meeting, report to the Board on activities that it had undertaken and key recommendations for the Board's consideration and approval as well as follow-up status on any key recommendations from previous internal audits.

9.2 Where the LTIP Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of MMLR, the LTIP Committee shall promptly report such matter to Bursa Securities.

10. REVISION TO THE TERMS OF REFERENCE

10.1 The terms of reference shall be reviewed by the LTIP Committee as and when required. All amendments to the terms of reference, as proposed by the LTIP Committee, shall be approved by the Board.

10.2 Upon the Board's approval, the said revision or amendment shall form part of these terms of reference and these terms of reference shall be considered duly revised or amended.

10.3 The terms of reference of the LTIP Committee must be made available on the Company's website.