

OLYMPIA INDUSTRIES BERHAD

198001009242 (63026-U)

TERMS OF REFERENCE OF THE NOMINATION AND REMUNERATION COMMITTEE

1.0 ESTABLISHMENT

- 1.1 The Nomination Committee and Remuneration Committee have been merged into a single committee, hereby referred to as the Nomination and Remuneration Committee (“NRC”) with effect from 15 March 2024.
- 1.2 The rationale for the merger is to streamline the functions of these committees as well as to enhance the efficiency and effectiveness of the NRC in discharging its duties and responsibilities.

2.0 OBJECTIVE

- 2.1 The principal objectives of the NRC are:-
 - (a) to recommend to the Board of Directors (“Board”) on the nomination of new Directors to the Board and to assess the Directors of the Company on an on-going basis; and
 - (b) to assist the Board in their responsibilities in assessing the remuneration packages of the Executive and Non-executive Directors as well as the senior management.

3.0 COMPOSITION

- 3.1 The Board will consist solely of Non-Executive Directors, the majority of whom must be Independent Directors, as appointed by the Board.
- 3.2 The composition of the NRC must comprise no fewer than three (3) members.
- 3.3 When the membership of the NRC for any reason is below three (3), the Board shall within three (3) months of the event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.
- 3.3 The members shall elect a Chairman from amongst themselves who is an Independent Director.
- 3.4 A member of the NRC shall hold office as long as he/she serves as a Director of the Company or as determined by the Board.
- 3.5 A member of the NRC may relinquish his/her membership in the NRC and continue to serve as a Director of the Company.
- 3.6 The Company Secretary, or failing him/her, the Secretarial Officer shall be the secretary of the NRC.

4.0 MEETINGS

- 4.1 The NRC shall convene meetings as and when required, provided that the NRC shall meet at least once a year.
- 4.2 The Chairman of the NRC, or the secretary of the NRC on the requisition of the members, shall at any time summon a meeting of the members by giving three (3) days' notice. It shall not be necessary to give notice of an NRC meeting to any member for the time being absent from Malaysia.
- 4.3 The quorum for a meeting of the NRC shall be at least two (2) members, one (1) of whom shall be an Independent Director.
- 4.4 NRC members may participate in the NRC meeting by means of telephone conference or video conference or any other means of audio/visual communications and the person shall be deemed to be present in person and shall be entitled to vote and/or be counted in a quorum accordingly.
- 4.5 Each member of the NRC is entitled to one (1) vote in deciding on matters deliberated in the meeting.
- 4.6 Appropriate officers of the Company or professional advisors may be invited to attend the meeting where the NRC considers their presence necessary.
- 4.7 All recommendations and findings of the NRC shall be submitted to the Board for direction and/or approval.
- 4.8 The NRC may deal with matters by way of circular resolutions in lieu of convening a formal meeting. A circular resolution in writing signed or approved by a majority of the members of NRC shall be as valid and effectual, as if it had been passed at a meeting of the NRC duly called and constituted. Any such resolution in writing may consist of several documents in like form, each document shall be signed or assented to by one or more NRC members. The original circular resolution in writing, duly signed, shall be delivered to the Company Secretary and be recorded in the Company's minutes book.
- 4.9 Minutes of meetings and resolutions passed by the NRC must be properly kept and shall be tabled to the Board for notation.

5.0 AUTHORITY

- 5.1 In carrying out its duties and responsibilities, the NRC shall have the following authority:
 - 5.1.1 Full, free and unrestricted access to any information, records, properties and personnel of the Olympia Group;
 - 5.1.2 To obtain independent professional advice and expertise necessary for the performance of its duties; and

- 5.1.3 All members shall have access to the advice and services of the Company Secretary.

6.0 DUTIES AND RESPONSIBILITIES

- 6.1 The following are the main duties and responsibilities of the NRC collectively, which are not exhaustive and can be augmented, if necessary, with the Board's approval:

6.1.1 Nomination matters

- (a) To determine, maintain and review the criteria to be used in the assessment of potential candidate for Board appointment and re-election or re-appointment process of Directors at general meetings, which includes the application of the Directors' fit and proper policy.
- (b) To oversee the overall composition of the Board in terms of the appropriate size, mix of skills, the balance between Executive directors, Non-Executive and independent directors, diversity and other core competencies required, through annual reviews.
- (c) To review annually the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director.
- (d) To review annually the independence of the Independent Directors and to recommend to the Board on whether to re-designate or retain an Independent Director who has exceeded the cumulative term limit of nine (9) years.
- (e) To review annually the terms of office and the performance of the Board Audit Committee and its members to ensure duties are fulfilled according to their Terms of Reference.
- (f) To review and assess the training needs for the Directors as part of their continuous development and to aid in the discharge of their duties when requested.

6.1.2 Remuneration matters

- (a) To establish policies and procedures to determine the remuneration of the Directors and Senior Management of the Company which takes the demands, complexities and performance of the Company as well as skills and experience required.
- (b) To review and recommend to the Board on all elements of the remuneration, terms of employment, reward structure and/or fringe benefits for Executive Directors.
- (c) To review on a timely basis the individual remuneration packages of Executive Directors and to make the appropriate recommendations to the Board.

- (d) To ensure the remuneration and entitlements of Non-Executive Directors shall be a matter to be decided by the Board and the level of remuneration should reflect the experience and responsibilities undertaken by a particular Non-Executive Director.
- (e) The NRC has a policy and guidelines on the remuneration of Senior Management which is governed by the Company's Staff Policies and Procedures.

6.2 In discharging its duties, the NRC shall at all times be mindful of the provisions in the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad including any amendments thereto, that may be made from time to time and all applicable laws, regulations and guidelines.

7.0 REVIEW OF THE TERMS OF REFERENCE

7.1 The Terms of Reference of the NRC shall be reviewed as and when necessary to determine its adequacy in line with the current circumstances, the Company's policies and applicable rules and regulations.