

DC HEALTHCARE HOLDINGS BERHAD

[Registration No. 202201014036 (1459733-P)]

(Incorporated in Malaysia)

EMPLOYEE SHARE OPTION SCHEME COMMITTEE

TERMS OF REFERENCE

Composition of the Committee

The Employee Share Option Scheme (ESOS) Committee will be appointed by the Company's Board of Directors and must include at least three members. If a vacancy reduces the number of members to fewer than three, the Board must appoint replacements within three months. The Managing Director shall be the Chairman of the Committee. In the absence of the Managing Director, the Executive Director shall be the Chairman of the Committee. The members of the Committee comprise of one (1) Managing Director, one (1) Executive Director, one (1) Key Senior Management and one (1) Independent Non-Executive Director. The Board reserves the right to change the composition of the Committee as necessary.

Roles and Responsibilities

The Committee shall administer the Employees' Share Option Scheme ("ESOS") in such a manner as it shall, in its discretion, deem fit and with such powers and duties as are conferred upon it by the Board including the powers to determine the eligibility of the person for participation in the ESOS as set out in the By-Law;

- Decide on the number of shares to be offered to eligible people, the subscription price for the shares and other terms in relation to the offer.
- Enter 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 ESOS subject to the provisions of the By-Laws.
- Take all other actions within the purview of the ESOS Committee pursuant to the By Laws, for the necessary and effective implementation and administration of ESOS.
- Accept or reject any application for the exercise of ESOS as it deems fit in accordance with the provision of By-Law.

Meetings and Procedures

Meetings shall be held as and when required determined by the Chairman of the Committee. The quorum for each meeting is two (2) members. ESOS Committee meetings may be conducted via telephone or other communication tools that enable all participants to be connected with each other. Participants using such methods are considered present, may vote, and count towards the quorum.

A written resolution signed by a majority of ESOS Committee members entitled to receive meeting notices holds the same validity as one passed in a duly convened meeting. Such a resolution can comprise multiple documents in similar form, each signed by one or more members. Signatures transmitted electronically, including by fax or digital message, are accepted as valid.

Reporting Duties

The Chairman of the Committee will provide regular reports to the Board regarding the proceedings of each meeting.

Secretarial Support

The Company Secretary, or another person chosen by the Committee, will provide administrative support. Responsibilities include:

- Managing the proper appointment of Committee members.
- Ensuring timely distribution of information for proper decision-making.
- Recording and circulating meeting minutes to all Committee members, as well as making them accessible to non-Committee Board members
- Keeping a formal record of all meetings and decisions.

Review Mechanism

This Term of Reference is approved and adopted by the Board and the ESOS Committee of DC Healthcare Holdings Bhd on **XX XX 2025**. The terms of reference for the ESOS Committee will be periodically reviewed and updated as needed, with any proposed changes submitted to the Board for approval. This ensures the Committee's practices remain aligned with the goals of the ESOS.