TERMS OF REFERENCE

1.0 OBJECTIVE

This Terms of Reference ("**TOR**") of the Remuneration Committee ("**RC**") of Liftech Group Berhad ("the **Company**") is to establish a formal procedure to guide the Board of Directors ("**Board**") in fulfilling their roles in reviewing and recommending matters related to remuneration packages of the Board and key senior management of the Company and its subsidiaries ("**Liftech**" or the "**Group**") to attract, retain and motivate Board and Senior Management to drive long term objectives pursuant to the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approved by the Board of the Company. The remuneration packages recommended by the Committee shall require the approval of the respective Board of the Group and any changes thereto shall be subject to the endorsement of the respective Board of the Group.

2.0 COMPOSITION

The RC members shall be appointed by the Board from amongst the Directors of the Company who fulfill the following requirements:

1) The RC must consist of a minimum of three (3) members;

2) All the RC members must be Non-Executive Directors with a majority of them being Independent Directors; and

3) The Chairperson of the RC shall be an Independent Non-Executive Director appointed by the Board. The Chairperson of the Board shall not be the Chairperson of the RC.

No alternate director should be appointed as a member of the RC.

In the event of any vacancy in the RC, the Board of Directors shall fill the vacancy within three (3) months of such vacancy.

The terms of office and performance of the RC and each of its members must be reviewed by the Nomination Committee annually to determine whether the RC and its members have carried out their duties in accordance with their terms of reference.

A member shall automatically cease to be a member of the RC if he/ she is removed or is disqualified from being a Director under any provisions of the laws, rules and regulations of the relevant authorities or if he/she resigns or retires from the Board.

3.0 MEETINGS

3.1 Frequency

Meetings shall be held not less than one (1) time a year to carry out the duties and responsibilities in Paragraph 5.0, with additional meetings convened as and when necessary.

Each member of the RC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority of votes shall be the decision of the RC. In the event of an equal number of votes, the Chairperson of the RC shall be entitled to a second or casting vote.

In the interval between RC meetings, for exceptional matters requiring urgent decisions, RC approvals may be sought via circular resolutions to be signed by majority members of the RC, and such resolutions shall be accompanied with sufficient information for an informed decision. A resolution in writing, signed by the majority of the members of the RC shall be valid and effective as if it had been passed at a meeting of the RC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the RC's members and shall be as valid and effective as if it were a resolution duly passed at a meeting of the RC. Any such document may be accepted as sufficiently signed by a member of the RC if transmitted to the Company by any technology purporting to include a signature and/or electronic signature by the said member.

The RC members shall excuse himself/herself from the meeting during discussions or deliberations on any matter that gives rise to an actual or perceived conflict of interest for the member. Where this causes insufficient RC members to make a quorum, the RC has the right to invite/appoint any Director or Directors from the Board (excluding the Chairperson of the Board) to fulfill the membership criteria temporarily.

3.2 Quorum

Two (2) members shall form a quorum for a meeting of the RC provided that the majority of members present must be Independent Directors. In the absence of the Chairperson of the RC, the remaining members present shall elect one of their members as Chairperson of the meeting.

Only RC members have the right to attend the RC meetings. The Chairperson of the RC, or the RC members with the Chairperson's approval, may invite any person or persons to attend the RC meetings, but not necessarily for the whole duration of the meeting.

Any member of the RC may participate in any meeting of the RC via telephone conferencing, video conferencing or by means of any communication equipment that allows all persons participating in the meeting to hear each other. A person participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

A duly convened meeting of the RC at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested by the RC.

3.3 Secretary

The Company Secretary shall be the Secretary of the RC or in his/her absence, another person authorised by the Chairperson of the RC. The Secretary shall be responsible for issuing the agenda with the concurrence of the Chairperson and circulating it, accompanying it with explanatory statements and other relevant documents to RC members prior to each meeting. The Company Secretary is also responsible for keeping the minutes of meetings of the RC, circulating them to RC members and to the other members of the Board and following up on outstanding matters. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The Secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary. Any request by Management or other persons to inspect the minutes shall be subject to the approval of the RC.

3.4 Reporting Procedure

The Chairperson of the RC shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The RC shall also make whatever recommendation to the Board it deems appropriate for any area within its remit where action or improvement is needed.

The minutes of each meeting shall be circulated by the Company Secretary to the RC members and to all members of the Board.

4.0 RIGHTS AND AUTHORITY

The RC is authorised by the Board to carry out its duties and responsibilities and investigate any activities within its TOR. It is authorised to seek any necessary resources or information it requires from any employee of the Company, where reasonable, in order to perform its duties with full and unrestricted access to any information, records, properties and personnel pertaining to the Group and the Company. All employees of the Group are directed to cooperate on any request made by the RC.

The RC is authorised by the Board to obtain, at the Company’s expense, outside legal advice or other independent professional advice on any matters if it deems or considers it necessary within its TOR.

The RC is empowered to convene meetings excluding the attendance of other Directors and employees of the Group, whenever deemed necessary.

5.0 FUNCTIONS, DUTIES AND RESPONSIBILITIES

The functions, duties and responsibilities of the RC are as follows:

1) Establish and recommend:

   a) the remuneration structure and policy for the Chief Executive Officer (“CEO”) and Executive Director(s);

   b) their terms of employment or contract of employment/service, any benefit, pension or incentive scheme entitlement; and

c) other bonuses, fees and expenses, any compensation payable on the termination of their service contract by the Company and to review for changes to the policy, as necessary.

2) To review and assess the remuneration packages of the Directors with consideration of the:

   a) core competencies and requirements of their respective roles, job scopes and levels of responsibilities;

   b) their experience, expertise and capabilities; and

   c) the size and operations of the Company.

3) The CEO and Executive Director(s) should play no part in decisions involving their remuneration;

4) Maintain a strong link between the level of remuneration and individual performance against agreed targets, the performance-related elements of remuneration forming a significant proportion of the total remuneration package of the CEO and the Executive Director(s);

5) to structure the component parts of remuneration to be aligned with the business strategy and long-term objectives of the Company, the complexity of the Company's activities, and to reflect the Board 's experience and level of responsibilities and the expertise undertaken by the Directors and Senior Management;

6) Review with the CEO and the Executive Director(s), their performance against these objectives as well as contribution to the corporate strategy;

7) Review and recommend the proposed remuneration framework and packages of Non-Executive Directors to the Board and for approval by the shareholders at the Annual General Meeting as relevant;

8) Annually review and recommend the bonus payment rate and salary increment range to all employees of the Group based on the Group's policy;

9) to ensure the levels of remuneration be sufficiently attractive and be able to retain high calibre Executive Directors and Senior Management personnel needed to run the Company successfully;

10) Review and recommend to the Board regarding any proposed new employees' share option scheme to be given to the Directors and employees and/or amendments to the existing scheme;

11) Assist the Board in discharging their responsibilities relating to, amongst others, compensation strategy, management development and other compensation arrangement;

12) Ensure corporate accountability and governance in respect of the Board remuneration and compensation function;

13) To act in line with the directions and guidance of the Board;

14) Consider and examine such other matters as the RC considers appropriate; and

15) Review the remuneration policies, framework and procedures for Directors, Senior Management and employees every (2) two years.

6.0 STRUCTURE AND PROCEDURES

1) The final decision as to who shall be appointed to the Board shall be the responsibility of the Board after considering the recommendations made by the RC.

2) The Executive Director shall not participate in discussions pertaining to his remuneration.

3) The determination of remuneration packages of Non-Executive Directors, including the Non-Executive Chairperson shall be a matter to be considered by the Board as a whole and thereafter to be put forth to the shareholders for approval.

7.0 NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, and an agenda of items to be discussed shall be forwarded to each member of the RC no later than seven (7) days before the meeting date. Supporting papers shall be sent to members and other attendees as appropriate at the same time.

Unless a meeting is called on short notice, the agenda for each meeting and the meeting papers shall be circulated to the RC members at least five (5) full working days before each meeting.

8.0 REVIEW OF TERM OF REFERENCE

The RC shall recommend any changes to its TOR in such manner as it deems appropriate to the Board for approval. The TOR shall be assessed, reviewed and updated at least annually by the Board or as where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, AMLR or any other regulatory requirements.

It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the RC's role.

9.0 APPROVAL

This TOR was approved and adopted by the Board on 22 August 2025.