

**AUDIT COMMITTEE**

**TERMS OF REFERENCE**

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**1. Composition**

- 1.1 The Audit Committee ("AC") shall be appointed by the Board from amongst the Directors of the Company and shall comprise at least three (3) members who must be Non-Executive Directors and financially literate, the majority of whom shall be Independent Directors. At least one (1) member of the AC:-
- a) Who must be a member of the Malaysian Institute of Accountants (MIA); or
  - b) if he/she is not a member of the MIA, he/she must have at least three (3) years' working experience; and
    - (i) He/she must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
    - (ii) He/she must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967;
  - c) Who must have at least three (3) years' post qualification experience in accounting or finance and:
    - (i) Has a degree/masters/doctorate in accounting or finance; or
    - (ii) Is a member of any professional accountancy organization which has been admitted as a full member of the International Federation of Accountants; or
  - d) Who must have at least seven (7) years' experience being a Chief Financial Officer of a corporation.
- 1.2 No alternate Director shall be appointed as a member of the AC. The Chairperson and members of the AC shall not be the Chairman of the Board.
- 1.3 A former key audit partner shall observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.

**2. Chairperson**

- 2.1 The members of AC shall elect a Chairperson from amongst their members, who shall be an Independent Director.
- 2.2 The Chairperson of the AC is not the Chairman of the Board.
- 2.3 The responsibilities of the AC Chairperson are amongst others:
- (i) Ensuring that the AC Meetings run efficiently, and each agenda item is thoroughly and thoughtfully discussed with all members of the AC;
  - (ii) Overseeing reporting to the Board; and

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- (iii) Serves as the key contact between the AC Members and members of the Board, as well as Senior Management and both the internal and external auditors.

**3. Secretary**

- 3.1 The Company Secretary shall act as Secretary of the AC and shall be responsible for preparation of agenda in consultation with the Chairperson, and distribution to all the members the papers to be deliberated at the meeting.

**4. Meetings**

- 4.1 The AC shall meet at least four (4) times each year and at such additional meetings as the Chairperson shall decide.
- 4.2 The quorum for a Committee Meeting shall be at least two (2) members, where the majority present must be Independent Directors.
- 4.3 Each member of the AC is entitled to one (1) vote in deciding the matters deliberated in the meeting.
- 4.4 The decision that gained the majority votes shall be the decision of the AC. In the event of an equality of votes, the Chairperson of the AC shall be entitled to a second or casting vote.

**5. Objectives**

- 5.1 The AC is responsible for reviewing reports from internal and external auditors to validate scope, evaluate existing policies, establish audit quality and ensure compliance with the Group's policies. The AC will also be responsible for ensuring that proper processes and procedures are in place to comply with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies.

**6. Authority**

- 6.1 AC shall have the authority to:-
- Approve any appointment or termination of senior staff members of the internal audit function
  - Convene meeting with the external auditors, the internal auditors or both excluding the attendance of other Directors and employees of the Group, whenever deemed necessary and such meetings with the external auditors shall be held at least twice a year
  - Obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary
  - Investigate any matter within its terms of reference, have the resources which it needs to do so, full and unrestricted access to information pertaining to the Group and the Management, and all employees of the Group are required to comply with requests made by the AC

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- Have direct communications channels with the external auditors and internal auditors, and also to engage the Senior Management on a continuous basis, such as the Chairman, the Chief Executive Officer and the Chief Financial Officer in order to be kept informed of matters affecting the Group

**7. Responsibilities**

**7.1 Specific responsibilities include:**

- (i) Review the Group's quarterly results and year-end financial statements before submission to the Board, focusing particularly on:
  - Changes in or implementation of major accounting policy changes
  - Significant and unusual events
  - Significant adjustments arising from the audit
  - Compliance with accounting standards and other legal requirements
  - The going concern assumption
- (ii) Recommend appointment or reappointment of external auditor and their audit fees.
- (iii) Review with the external auditors on the following and report the same to the Board:-
  - Audit plan
  - Audit report
  - Evaluations of the system of internal controls
  - The assistance given by the employees to the external auditor
  - External auditors' management letter and management's response thereto
  - Any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external auditor
- (iv) Review with the Internal Auditors on the following and report the same to the Board:
  - the annual audit plan which is risk-based and focused on significant risk areas to ensure adequate scope and comprehensive coverage over the activities of the Group;
  - effectiveness of the internal audit processes as well as the adequacy of the resource requirements, competency and the budget of the internal audit function;
  - the internal audit report containing the internal audit findings, commentaries and recommendations and to follow-up on remedial actions;
  - effectiveness of the internal control systems and risk management systems and have them considered if necessary; and
  - external auditors' report of deficiencies in internal control and management's response thereto;

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- (v) Take cognizance of resignations of internal auditors and provide the resigning internal auditors an opportunity to submit the reasons for resigning upon receipt of such notice of resignation;
- (vi) Review the appraisal or assessment of the performance of the internal auditors;
- (vii) Review the following and report the same to the Board:-
  - The Annual Statement of Internal Control to be published in the Annual Report
  - Any related party transactions and conflict of interest situations that may arise including any transaction, procedure or course of conduct that raises question of management integrity
  - Any letter of resignation from the external auditors or suggestions for their dismissal
  - Whether there is reason (supported by grounds) to believe that the external auditor is not suitable for reappointment
- (viii) Assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies.
- (ix) Carry out any other function that may be mutually agreed upon by the AC and the Board.

**8. Communication to the Board**

- 8.1 The AC shall prepare a report each year concerning its activities in compliance with these terms of reference to be tabled to the Board and for inclusion in the Group's Annual Report.
- 8.2 The minutes of each AC meeting shall be tabled to the Board for notation.
- 8.3 The AC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.
- 8.4 Where the AC is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the AC must promptly report such matter to the Securities Commission.

**9. Circular Resolution**

- 9.1 A resolution in writing signed by a majority of all members shall be valid and effectual as if it had been passed at a meeting of the AC. All such resolutions shall be described as "Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.

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**10. Appointment Process**

- 10.1 If a member of AC resigns, dies or for any reason ceases to be a member, the Board must fill the vacancy within three (3) months.
- 10.2 Annual review and re-appointment by the Board of Directors subject to the Board of Directors' review of the term of office and performance of AC and each of its members at least once every three (3) years to determine whether such AC and members have carried out their duties in accordance with their terms of reference.

The Terms of Reference of AC has been reviewed and adopted by the Board on 9 July 2024.

**NOMINATION COMMITTEE**

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**1. Composition**

- 1.1 The Nomination Committee shall consist of not less than three (3) members. All the members shall be Non-Executive Directors, the majority of whom are independent. The Chairperson and members of the NC shall not be the Chairperson of the Board.
- 1.2 The Board shall review the term of office and performance of the NC and each of its members annually to determine whether the NC members have carried out their duties in accordance with the Terms of Reference. The Board shall have power at any time and from time to time to rescind the appointment of any person in the NC and appoint new member(s) to the NC as it shall deem fit.
- 1.3 In the event of any vacancy in an NC, the Company must fill the vacancy within 3 months from the date of retirement or resignation of an NC.

**2. Quorum**

- 2.1 The quorum for each meeting shall be a majority of members present.

**3. Chairperson**

- 3.1 The Chairperson of the Nomination Committee shall be the Independent Non-Executive Director who shall be identified and appointed by the Board. In the absence of the Chairperson of the Nomination Committee, the remaining members present shall elect one of their members as Chairperson of the meeting.

**4. Secretary**

- 4.1 The Secretary to the Nomination Committee shall be the Company Secretary or his/her representative(s).

**5. Meetings**

- 5.1 The meetings shall be held not less than one (1) time a year. A member may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Nomination Committee.
- 5.2 Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Nomination Committee.
- 5.3 In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairperson of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.

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- 5.4 Any resolution in writing, if signed or assented to by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Committee.

**6. Objectives**

- 6.1 The primary objectives of the Nomination Committee is to act as a Committee of the full Board to assist in discharging the Board's responsibilities in:
- (a) Assessing the ability of the existing Directors to contribute to the effective decision making of the Board;
  - (b) Identifying, appointing and orientating new Directors; and
  - (c) Identifying the mix skills and experience and other qualities the Board requires in order to function completely and efficiently.

**7. Responsibilities**

- 7.1 The Nomination Committee shall have the following responsibilities:
- (a) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Nomination Committee should consider the candidates' skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/ functions as expected from Independent Non-Executive Directors.
  - (b) Consider in making its recommendations, candidates for directorship proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
  - (c) Recommend to the Board, Directors to fill seats on Board Committees.
  - (d) Assess the effectiveness of the Board as a whole by engaging experts periodically to facilitate objective and candid board evaluations.
  - (e) Assess the effectiveness of the committees of the Board by engaging experts periodically to facilitate objective and candid board evaluations.
  - (f) Assess the contribution of each individual Director.
  - (g) Review and recommend to the Board the required mix of skills and experience and other qualities the Board requires in order to function completely and efficiently.
  - (h) Assess the performance and contribution of Directors who stand for re-election whether they meet established performance evaluation criteria.

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- (i) To develop criteria to assess independence of Directors.
- (j) To review Board's succession plan.
- (k) To facilitate Board induction and training for newly appointed Directors.
- (l) To review training programs for the Board.
- (m) To facilitate achievement of Board gender diversity policies and targets.

**8. Reporting Responsibilities**

- 8.1 The Chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 8.2 The Committee shall make recommendations to the Board as it deems appropriate or any area within its remit where action or improvement is needed for the Board's deliberation and decision; and
- 8.3 The Committee shall prepare a report/ statement to be included in the Company's annual report on its activities in the discharge of its duties for the financial year in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the Malaysian Code on Corporate Governance.

Such report/statement must include the application of the Company's Fit and Proper Policy in the nomination and election of its Directors, how the requirements set out in the Listing Requirements are met and contain the following information:

- a) The policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;
  - b) The Board nomination and election process of Directors; and
  - c) The assessment undertaken by the NC in respect of the performance of its Board, Board Committees and individual Directors together with the criteria used for such assessment.
- 8.4 The Committee shall prepare a statement to be included in the Company's annual report on the training attended by its Directors which includes the following information:
    - a) The Board has undertaken an assessment of the training needs of each Director;
    - b) A brief description on the type of training that the Directors have attended for the financial year; and
    - c) In exceptional circumstances, where any Director has not attended any training during the financial year, valid justifications for the non-attendance of such Director.



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**9. Authority Of The Committee**

9.1 The Committee shall have the following authority as empowered by the Board:-

- (a) To make decision on matters which fall within the duties and responsibilities of the NC;  
and
- (b) Full, free and unrestricted access to resources and information in order to carry out its duties, including obtaining independent professional advice on any matters within its Terms of Reference.

The Terms of Reference of NC has been reviewed and adopted by the Board on 9 July 2024.

**REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

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**1. Composition**

- 1.1 The Committee shall be appointed by the Board from amongst the Directors of the Company consisting wholly or mainly of Non-Executive Directors.
- 1.2 It shall consist of not less than three (3) members. The Chairperson and members of the RC shall not be the Chairperson of the Board.
- 1.3 The Board of Directors shall review the term of office and performance of the RC and each of its members annually to determine whether the RC members have carried out their duties in accordance with the Terms of Reference. The Board shall have power at any time and from time to time to rescind the appointment of any person in the RC and appoint new member(s) to the RC as it shall deem fit.
- 1.4 In the event of any vacancy in an RC, the Company must fill the vacancy within 3 months from the date of retirement or resignation of an RC.

**2. Quorum**

- 2.1 Two (2) members present shall form a quorum for meetings.

**3. Chairperson**

- 3.1 The members of the Committee shall elect a Chairperson from among their members who shall be an Independent Non-Executive Director. In the absence of the Chairperson of the Remuneration Committee, the remaining members present shall elect one of their members as Chairperson of the meeting.

**4. Secretary**

- 4.1 The Secretary to the Remuneration Committee shall be the Company Secretary or his/her representative(s).

**5. Meetings**

- 5.1 The Remuneration Committee shall meet at least once a year or at such other times as the Chairperson of the Committee deems necessary.
- 5.2 Question arising shall be decided by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Remuneration Committee.
- 5.3 In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairperson of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

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- 5.4 Any resolution in writing, signed or assented to by all the members of the Committee shall be as valid and effectual as if had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Committee.

**6. Responsibilities**

- 6.1 The responsibilities of RC includes:

- (a) To develop and agree on the remuneration policy and procedures with the Board, including the fee structure and level of remuneration for the Executive Directors and key Senior Management of the Company, composition of the key Senior Management and to determine if any other group of employees should be covered by the remuneration policy and procedures;
- (b) To support the Board in actively overseeing the design and operation of the Company's remuneration system in a fair and transparent manner;
- (c) To review and recommend to the Board the appropriate remuneration packages such as reward structure, fringe benefits and other terms of employment for the Executive Directors, Non-Executive Directors and key Senior Management of the Company, with or without other independent professional advice or other outside advice.

The Executive Directors shall abstain from the deliberations and voting on decisions in respect of their remuneration package. The remuneration and entitlements of the Non-Executive Directors shall be a matter to be decided by the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his/her individual remuneration;

- (d) To formulate policies, guidelines and set criteria for remuneration packages for the Directors and key Senior Management of the Company. Remuneration should also be aligned with the business strategy and long-term objectives of the Company, and the Company's performance in managing sustainability risks and opportunities. Remuneration and incentives for Independent Directors should not conflict with their obligation in bringing objectivity and independent judgment on matters discussed;
- (e) To ensure that the Directors and key Senior Management are fairly and appropriately remunerated based on merit, qualification, competence and commitment while having regard to the Company's operating results, individual performance and responsibility and comparable market statistics;
- (f) To determine the composition of the various types of components of remuneration such as salaries, bonuses, incentives, increments, other benefits-in-kind, severance payments, any grant of entitlement under share scheme (where applicable) for the Executive Directors and key Senior Management of the Company;
- (g) To ensure frequent communication with the Nomination Committee to align remuneration policies and procedures for succession planning and ensure risk

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outcomes are adequately considered in the design of remuneration policies and procedures;

- (h) To ensure all necessary actions are taken expediently by the Board to offer appropriate rewards, benefits, compensation and remuneration and to ensure that the levels of remuneration are sufficiently attractive to retain Directors and key Senior Management and structuring the remuneration packages to link rewards to the individual performance;
- (i) To ensure that all remuneration packages and benefits given to the Directors and key Senior Management are in compliance with the Company's Remuneration Policy and any other all laws, rules, requirements, regulations and guidelines set by the relevant authorities and the Board from time to time;
- (j) To ensure that the remuneration and incentives for Independent Directors should not conflict with their obligation in bringing objectivity and independent judgment on matters discussed;
- (k) To review the history of and proposals for the remuneration package of each of the Board Committees;
- (l) To provide clarification to shareholders during general meetings on matters pertaining to remuneration to Directors and key Senior Management as well as the overall remuneration framework;
- (m) To regularly engage with key stakeholders, including management, regulators, shareholders and employees;
- (n) To attend any other function that may be delegated by the Board which would be beneficial to the Company and ensure the effective discharge of the Committee's duties and responsibilities; and
- (o) To carry out such other functions or assignments as may be delegated by the Board from time to time.

**7. Reporting Procedures**

- 7.1 The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendation of the Committee.
- 7.2 Executive Directors do not participate in discussion on their own remuneration.
- 7.3 The determination of remuneration package of Non-Executive Directors should be a matter for the Board as a whole.
- 7.4 Level of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully.
- 7.5 Change in membership of the Remuneration Committee.

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7.6 Decisions and recommendations of the Committee shall be reported to the Board.

**8. Authority Of The Committee**

8.1 The Committee shall have the following authority as empowered by the Board:-

- (c) To make decision on matters which fall within the duties and responsibilities of the RC;  
and
- (d) Full, free and unrestricted access to resources and information in order to carry out its duties, including obtaining independent professional advice on any matters within its Terms of Reference.

The Terms of Reference of Remuneration Committee has been reviewed and adopted by the Board on 9 July 2024.

**RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE  
TERMS OF REFERENCE**

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**1.0 The Function of the Risk Management and Sustainability Committee**

- 1.1 The primary functions of the Risk Management and Sustainability Committee ("Committee" or "RMSC") of Hartalega Holdings Berhad ("Group") are to:
- a) Assist the Board in fulfilling its statutory and fiduciary responsibilities, including ensuring that the Group has in place a sound and robust risk management and internal control framework and also to ensure that such framework has been effectively implemented to enhance the Group's ability to achieve its strategic objectives.
  - b) Assist the Board in fulfilling its oversight responsibilities on the governance of sustainability in the Group including setting the Group's strategies relating to Environmental, Social and Governance ("ESG") and ensure that sustainability considerations are embedded into business decisions.

**2.0 Composition**

- 2.1 The Committee shall be appointed by the Board from among its members, comprising no fewer than three (3) Directors, all of whom shall be Non-Executive Directors with majority Independent Directors as recommended by the Malaysian Code on Corporate Governance 2021.
- 2.2 The Board shall appoint the Chairperson of the Committee, who shall be an Independent Non-Executive Director and not Chairman of the Board.
- 2.3 The Board on the recommendation of the Nomination Committee shall appoint the members of the Committee.
- 2.4 Alternate Directors shall not be appointed as members of the Committee.
- 2.5 Should a vacancy in the RMSC occurs, the Board shall fill the vacancy within three (3) months from the date of the vacancy.

**3.0 Authority of the Committee**

- 3.1 The Committee shall have the following power and authority and at the cost of the Group to:
- a) Investigate any activities under these terms of reference.
  - b) Seek any information that it requires from any employee of the Group and to be provided with full and unrestricted access to such information;
  - c) Obtain independent professional advice or invite outsiders with relevant experience to attend the Committee meetings and to advise the Committee, if the Committee deems it appropriate to carry out its functions necessarily;
  - d) Have full and unrestricted access to all information and documents/ resources within the Group to perform its duties; and
  - e) Recommend steps or proposed courses of action, where required, to the Board on matters arising from the discharge of the Committee's duties and responsibilities.

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**4.0 Responsibilities of the Committee**

**4.1 Risk Management:**

The Committee shall:

- a) Ensure the Group adopts sound and effective policies, procedures and practices for all its risk functions and ensure adequate testing to improve its resilience and preparedness for any eventualities.
- b) Review and recommend the risk management methodologies, policies and risk tolerance levels.
- c) Review and assess the adequacy of the governing policies, framework and structure to manage risks.
- d) Ensure adequate infrastructure, resources, and systems are in place for effective risk management.
- e) Review the Enterprise Risk Management reports on risk management activities, exposure and mitigating actions.
- f) Review the Crisis Management and Business Continuity Plan to ensure business resilience and capability in recovering from a crisis should it occur.
- g) Review the corruption risk assessment annually with the impact criteria and control measures being conscientiously considered.
- h) Review the Statement on Risk Management and Internal Control in the Group's Annual Report to ensure relevant information as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- i) Review business proposal such as greenfield investments, mergers and acquisitions, and overseas ventures to be in accordance with the Group business strategy and risk tolerance.
- j) Review the development and implementation of the Group's long-term business strategy.
- k) To review the Limits of Authority for the Company.

**4.2 Sustainability:**

The Committee shall:

- a) Oversee the strategies and processes to address the Group's material sustainability risks and opportunities.
- b) To provide oversight to ensure that strategies, priorities and targets pertaining to environment, social and governance are aligned with the Group's commitment towards integrating sustainability practices and shared values with our business operations.
- c) To oversee the processes, framework and strategies designed to manage environmental, social and governance risks, covering matters such as safety, health, employment practices, environmental practices, human rights, community relations and other relevant sustainability matters.

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- d) To review and monitor the Group's sustainability key performance against the sustainability strategies and targets.
- d) To review and monitor the material sustainability matters relevant to the Group, including climate-related risks and opportunities.
- e) Review the integration of ESG and sustainability policies, practices and targets into its business strategy and decision making.
- f) Review the implementation of digitalisation and automation of processes to achieve ESG targets.
- g) Review the Group's sustainability statement and reporting and recommend to the Board for approval.
- h) Review and make recommendations to the Board in respect of compliance with the Malaysian Code on Corporate Governance 2021 and Listing Requirements.
- i) To drive the engagement on sustainability to ensure awareness on sustainability is adopted across the Group.

**4.3 Compliance:**

The Committee shall:

- a) Review the process for monitoring the Group's compliance with the Group's Standard Operating Procedures.
- b) Review the Group's anti-bribery and anti-corruption policy, procedures and processes and monitor its implementation to ensure adequate measures are taken in accordance with relevant guidelines and recommendations.
- c) Review the Group's arrangements for regulatory compliance and consider any material findings from regulatory reviews.
- d) Ensure that there is proper compliance with the Group's established internal policies and procedures and that exceptions are reported to the Board.

**5. Meetings of the Committee**

- 5.1 The Chairperson of the Committee will be responsible for calling meetings of the Committee, establishing the agenda therefore and supervising the conduct thereof.
- 5.2 The Chairperson of the Committee or Secretary of the Committee on the requisition of the members, shall at any time summon a meeting of the Committee by giving 3 days' advance notice or if the consent of all the members is obtained, by a shorter notice.
- 5.3 The Committee shall meet at least two (2) times during each financial year, or more frequently as it deems necessary, to carry out its responsibilities as set forth herein. In order to form a quorum for a meeting of the Committee, at least two (2) members must be present, and the majority of the members present must be Independent Directors. In the absence of the Chairperson, the members present shall elect a Chairperson for the meeting from amongst the members present.



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- 5.4 Only the Chairperson and the members are to be present at a meeting of the Committee. The Committee may, at its discretion, request Board members, any officer or employee of the Group to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.
- 5.5 The Committee may regulate its own procedures, in particular on the conduct of the Committee meetings, including attendance at a meeting by being present in person or by participating in the meeting by means of video or teleconference. Such participation in a meeting by means of video or teleconference shall constitute presence in person at such meeting. The Committee should record its deliberations in terms of the issues discussed and the conclusions in discharging its duties and responsibilities, with the minutes kept and distributed to each member of the Committee and of the Board.
- 5.6 A resolution in writing signed (include an electronic or digital signature) or approved by letter, electronic mail, telegram, telefax, or other electronic communication by all members in lieu of convening a formal meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.
- 5.7 The Chairperson of the Committee should engage on a continuous basis with Senior Management such as the Chairman of the Board, Chief Executive Officer and Chief Financial Officer in order to be kept informed of matters affecting the Group.
- 5.8 The Secretary of the Group or a management representative shall be the Secretary of the Committee. The Secretary of the Committee shall circulate the minutes of the Committee meetings to all members of the Committee and the Board. The Secretary of the Committee shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 6. Reporting**
- 6.1 The Chairperson of the Committee shall report its activities to the Board at each meeting and, where appropriate in any other manner and time, as it deems necessary.
- 6.2 The Chairperson of the Committee should attend the annual general meeting to address queries relating to the Committee's activities and matters within the scope of the Committee's responsibilities.
- 7. Review of the Terms of Reference**
- 7.1 The Committee shall recommend any changes to its terms of reference in such matters as the Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary if there are any compulsory changes required in accordance with any legislation, regulations, directives or order in law. It shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the Committee's role.

This Terms of Reference of Risk Management and Sustainability Committee has been reviewed and adopted by the Board on 9 July 2024.