

SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

1. BACKGROUND AND SCOPE

- 1.1. The Sustainability Committee (“SC”) of Rohas Tecnic Berhad (“RTB”) and its subsidiaries (“the Group”) is established as part of the Group’s sustainability strategy, to assist the Board of Directors of RTB (“the Board”) in fulfilling its responsibilities in relation to the sustainability of the Group’s business and operation.
- 1.2. The SC is responsible to oversee the Group’s sustainability initiatives and performance, in accordance with the Group’s Sustainability Policy and Sustainability Framework.

2. COMPOSITION AND APPOINTMENT

2.1. Membership

- 2.1.1. The SC members should be appointed by the Board amongst themselves and consist of not less than three (3) members.
- 2.1.2. The appointment of a SC member terminates if the member ceases to be a Director, or as determined by the Board.

2.2. Chairman

- 2.2.1. The Chairman must be a Non-Executive Director.

2.3. Secretary

- 2.3.1. The Secretary of the SC is the Secretary of the Company, or anyone is recommended by the Board.
- 2.3.2. The Secretary should be responsible to arrange the meetings, record and maintain the meeting minutes, and other relevant secretarial tasks as required.

3. ROLES AND RESPONSIBILITIES

3.1. The roles and responsibilities of the SC are as follows:

- 3.1.1. Strategy – Review and recommend for approval of the Board the Group Sustainability Policy, Statement and Process. Ensure sustainability strategies are effectively integrated within the Group’s business and operational strategy and decision-making processes.

- 3.1.2. Budget and Resources – Allocate sufficient or special budget and resources to achieve sustainability objective.
- 3.1.3. Risk Management – Oversee the risk related to sustainability across the Group arising from risk reports.
- 3.1.4. Material Sustainability Matters – Recommend to the Board for approval of Material Sustainability Matters through the conduct of internal assessment and performance monitoring exercises.
- 3.1.5. Reporting – Approve the Sustainability Performance Report and value-added data which is to be disclosed in the Group’s Sustainability Statement.

4. MEETINGS

4.1. Frequency

- 4.1.1. The SC shall meet at minimum of twice per year or upon requisition of the Chairman of the SC.
- 4.1.2. The Chairman or Secretary may call for additional meetings at any time at the Chairman’s discretion.

4.2. Quorum & Invitation

- 4.2.1. Two (2) members of the SC must be present to constitute a valid quorum.
- 4.2.2. In the absence of the Chairman, the members present shall elect any members present to be the Chairman of the meeting.
- 4.2.3. The Head of Sustainability Department or a person who is holding the equivalent position should attend the meeting as per invitee. Other employees of the Group shall be invited as and when requested by the Chairman or Secretary, or as per meeting agenda.

4.3. Notice & Agenda

- 4.3.1. The Secretary shall issue and circulate notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the SC and the invitees, no fewer than seven (7) days prior to the date of the meeting.

4.4. Minutes of Meeting

- 4.4.1. The Secretary shall minute the proceedings and resolutions of all SC meetings, including recording the names of those present and in attendance.

- 4.4.2. The minutes shall include compiled SC instructions as Matters of Arising for discussion at each meeting to ensure proper follow through.
- 4.4.3. Minutes shall be distributed to the SC members and shall be approved by the Chairman of the meeting at which the meetings are held or by the Chairman of the next succeeding meeting.
- 4.4.4. Copies of the minutes of each meeting should be distributed to the SC members and invitees to ensure proper key actions are acted upon.

5. CIRCULAR RESOLUTION

- 5.1. The SC may consider to approve or recommend relevant matters arising via a Circular Resolution, if deemed appropriate.
- 5.2. The Circular Resolution in writing signed or approved by the SC members shall be valid and effectual as if it has been passed by a meeting of the SC duly convened.
- 5.3. The Circular Resolution shall be forwarded to the Secretary and to be recorded without any delay.
- 5.4. The Circular Resolution shall be signed or approved by the SC members.

6. REVIEW OF THE TERMS OF REFERENCE

- 6.1. This Terms of Reference (“TOR”) shall be reviewed and updated on periodical basis and be approved by the Board.
- 6.2. Any changes in the Group’s sustainability direction and other sustainability requirements, standards and guidelines should be reflected in and aligned with this TOR.

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