



**Tan Chong Motor Holdings Berhad**  
**Registration No. 197201001333 (12969-P)**

Board Charter

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9 <sup>th</sup> Revision Date	: 11 March 2022



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**Board Charter**  
**(Revised pursuant to a resolution of the Board on 11 March 2022)**

**1 Introduction and purpose of Board Charter**

The Board Charter (the “Charter”) formalises the various roles and responsibilities of the Board, Board Committees and individual Directors of Tan Chong Motor Holdings Berhad (“TCMH” or the “Company”) with the aim of streamlining and enhancing corporate governance practices towards transparency, accountability and integrity in boardroom activities.

The Charter incorporates the Principles and Practices (including Guidance) of the Malaysian Code on Corporate Governance (“MCCG”), as considered appropriate, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) on corporate governance, certain aspects of the Constitution of the Company and relevant portions of the Companies Act, 2016 insofar as the duties and responsibilities of Directors are concerned. Whilst the Charter serves as a structured guide, especially for new Directors who are on board, it should not be construed as an exhaustive blueprint for Directors of the Company.

**2 Interpretation**

In this Charter:

“Board” means the Board of Directors of the Company;

“Board Committees” means committees established by the Board from time to time, including Audit Committee, Nominating and Remuneration Committee and Board Risk Management and Sustainability Committee;

“Bursa Malaysia” means Bursa Malaysia Securities Berhad;

“Business” means the business of the Company and all its subsidiaries;

“Chairman” means the Chairman of the Board and is used in a gender-neutral sense;

“Company Secretary(ies)” means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary;

“Directors” means members of the Board;

“Group” means the Company and all its subsidiaries;

“Independent Director” is defined in accordance with Paragraph 1.01 and Practice Note 13 of the Listing Requirements;

“Listing Requirements” means the Main Market Listing Requirements of Bursa Malaysia;

“Management” means the management personnel of the Group; and

“Shareholders” means the shareholders of the Company.



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### **3 Role of the Board and its principal responsibilities**

- 3.1 The Board is collectively responsible for the proper stewardship of the Group's business and the creation of long term shareholder value, whilst taking into account interests of other stakeholders.
- 3.2 The principal responsibilities of the Board are as follows:
- (a) promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
  - (b) reviewing, challenging and deciding on Management's proposals for the Group, and monitoring its implementation by Management to ensure the goals and targets set for Management are met and in line with the Group's long term objectives;
  - (c) setting the Company's strategic plan that supports long-term value creation and includes strategies, priorities and targets on economic, environmental, social and governance considerations underpinning sustainability;
  - (d) overseeing the conduct of the Group's business, including supervising and assessing the performance of Management, to determine whether the business is being properly managed;
  - (e) identifying and assessing the principal risks of the Group's businesses in recognition that business decisions involve the taking of appropriate risks;
  - (f) setting of risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks ;
  - (g) ensuring that all candidates appointed to Senior Management positions are of sufficient calibre and that there are plans in place to provide for the orderly succession of Senior Management of the Group and members of the Board;
  - (h) reviewing the leadership needs of the Group, both executive and non-executive, with a view to ensuring continued ability of the Group to compete effectively in the marketplace;
  - (i) overseeing the development and implementation of the Group's sustainability strategies, priorities and targets as well as its performance and enable clear communication with stakeholders;
  - (j) staying abreast of and understand the sustainability issues relevant to the Group and its business, including sustainability risks and opportunities;
  - (k) reviewing the adequacy and integrity of the Group's management information and internal control systems, ensuring there is an adequate group wide framework for co-operation and communication between the Company and its subsidiaries to enable it to discharge its responsibilities including oversight of group financial and non-financial performance, business strategy and priorities, risk management including material sustainability risks, and corporate governance policies and practices;



- (l) reviewing the adequacy and effectiveness of the Group's policies and procedures, including but not limited to anti-corruption and whistle-blowing in identifying and combating illegal, unethical and questionable practices within the Group;
- (m) ensuring there is a group wide framework on corporate governance, including code of conduct and ethics, policies and procedures on anti-corruption, whistleblowing, managing conflict of interest, managing material sustainability risks and opportunities, and policy on board diversity including gender diversity;
- (n) identifying a designated person within the Management, to provide dedicated focus to manage sustainability strategically, including integration of sustainability considerations in the Group's operations;
- (o) establishing policies and procedures to manage potential conflict of interest situations including potential conflict of interest between any director and the Company or its subsidiary; and the Company and its subsidiaries;
- (p) overseeing the Group's adherence to high standards of conduct/ethics and corporate behaviour, including the Code of Ethics for Directors set out in **Appendix A** of this Charter; and
- (q) ensuring that all its Directors are able to understand financial statements and form a view on the information presented.

3.3 In discharging the above responsibilities, Directors are expected to:

- (a) be aware of the environment the Group is operating in;
- (b) exercise diligence and avoid undeclared conflict of interest situations;
- (c) understand their oversight role, including the exercise of independent and objective judgment in decision making;
- (d) commit and devote sufficient time and efforts in discharging their duties responsibly;
- (e) contribute actively in Board discussion and deliberations of issues by providing sound advice based on the Directors' experience and specific expertise they bring to the Board; and
- (f) ensure key transactions or critical decisions are deliberated and decided on by the Board in a meeting and ensure the basis for those decisions made, including any dissenting views are made known and properly minuted; and
- (g) attend regular training programmes in order to be apprised of changes in regulatory requirements the Directors and Group are subjected to.

3.4 To ensure the direction and control of the Company are in the hands of the Board, a formal schedule of matters reserved for the Board's deliberation and decision is set out in **Appendix B** of this Charter.



## **4 Board structure**

### **4.1 Board balance and composition**

- 4.1.1 (a) The Board shall be helmed by a Chairman, appointed by the Board, and comprise at least two (2) members or one-third ( $\frac{1}{3}$ ) of the Board, whichever is higher, who are Independent Non-Executive Directors (“IDs”) in accordance with the Listing Requirements;
- (b) The Chairman may be assisted by the leader of the Executive Team (the “ET Leader”) referred to in paragraph 4.3.1 below if the Chairman is not the ET Leader; and
- (c) The Chairman of the Board, who holds an executive position, should not be a member of the Audit Committee, Nominating and Remuneration Committee.
- 4.1.2 The tenure of ID shall be for a cumulative term of nine (9) years since appointment as ID. The ID may continue to serve on the Board beyond the 9-year tenure provided the ID is re-designated as Non-Independent Director. Where the Board is of the view that the ID can continue beyond the 9-year tenure, it must justify and seek annual shareholders’ approval.
- 4.1.3 The Board shall also identify from amongst the IDs, but excluding the Audit Committee Chairman, who is also an ID, as a Senior Independent Non-Executive Director (“SID”) to whom concerns of fellow Directors, shareholders or stakeholders may be conveyed. The SID shall have the following specific responsibilities:
- a. serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through normal channels of contact with the Chairman or Chief Executive Officer;
  - b. serve as the principal conduit between the Independent Directors and the Chairman on sensitive issues;
  - c. lead the succession planning and appointment of the Board members, and oversee the development of diverse pipeline for Board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer; and
  - d. lead the annual review of Board effectiveness, ensuring that the performance of each individual director and Chairman of the Board are independently assessed.
- 4.1.4 Whilst the Constitution of the Company allows for no less than three (3) or more than ten (10) Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company’s businesses.
- 4.1.5 To enhance its effectiveness, the Board shall ensure its members have the relevant skills, experience, expertise and time commitment. Accordingly, the Nominating and Remuneration Committee is entrusted by the Board to appraise candidates for directorship, including those who retire and offer themselves for re-election or election and those IDs, whose tenure as IDs has exceeded a cumulative term of 9-



year, before recommending to the Board. The Board is mindful of the need for board diversity and, in this context, the Nominating and Remuneration Committee takes into consideration diversity in gender, ethnicity and age and other qualities of the candidates when recommending to the Board.

- 4.1.6 The composition of the Board shall be guided by the Board Diversity Policy, set out in **Appendix C**, to ensure the Board is of appropriate mix so as to optimise the performance of the Board as a whole and align the Board's capabilities with the strategic direction of the Company.
- 4.1.7 Directors shall not sit on the boards of more than five (5) listed issuers and before accepting any new directorship, Directors shall notify the Chairman, the notification of which shall include an indication of time that will be spent on the new appointment.

## **4.2 Role of Chairman**

The Chairman is primarily responsible for the following:

- (a) presiding at Board and shareholder meetings and ensuring the proceedings thereof comply with good conduct and practices provided that the Board may appoint another Director to preside as Chairman if the Chairman shall be unwilling to preside at any meeting;
- (b) leading the Board in establishing and monitoring good corporate governance practices in the Company;
- (c) consulting with the Board promptly over any matter that gives him cause for major concern;
- (d) managing Board communications and Board effectiveness, and the interface between Board and Management;
- (e) in conjunction with the Company Secretary(ies), to determine the content of the agenda and the information to be supplied to the Board as set out in paragraph 5.2 below and ensuring that Board members receive complete and accurate information in a timely manner;
- (f) acting as facilitator at Board meetings and ensuring that no member, whether executive or otherwise, dominates discussion. The Chairman shall also encourage Board members to participate in discussions and that relevant opinions amongst members are forthcoming, resulting in logical and understandable outcomes and allowing dissenting views to be freely expressed;
- (g) providing leadership to the Board so that the Board can perform its responsibilities effectively;
- (h) facilitating effective communication between the Board and stakeholders; and
- (i) other responsibilities as assigned by the Board from time to time.



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#### **4.3 Roles of Directors with Executive Functions and Responsibilities, i.e. Executive Directors, including President, Deputy President, Group Chief Executive Officer and the Executive Team**

- 4.3.1 Directors who have executive functions and responsibilities under their service contracts and delegated functions as determined by the Board and who form part of the Senior Management personnel (collectively the “Executive Team”) shall use the following appropriate corporate titles to reflect their executive roles, functions and responsibilities:

***Corporate Title***

President  
Deputy President  
Group Chief Executive Officer (“Group CEO”)  
Senior Executive Vice President  
Executive Vice President  
Chief Executive Officer (“CEO”)  
Chief Operating Officer (“COO”)  
Chief Financial Officer (“CFO”)  
such other corporate titles as the Board may resolve to add from time to time.

The leader of the Executive Team or the ET Leader shall be the President or if there is no President appointed, the Deputy President or Group CEO shall be the leader. If for any reason none of the holders of the above corporate titles are Directors of the Company, the Board shall appoint a Director to be the ET Leader. The ET Leader shall be answerable to the Board.

- 4.3.2 The Executive Team is charged with the responsibility to manage the Group, each according to his or her role, position, functions and responsibilities under the leadership of the ET Leader.
- 4.3.3 Where no Group Managing Director or Managing Director shall have been appointed by the Board to oversee the day to day operations of the Company and the Group, the Board may delegate the responsibility of overseeing the day to day operations of the Company and the Group to the ET Leader and to other members of the Executive Team. The delegation of powers to the ET Leader by the Board may include the power for the ET Leader to sub-delegate to other members of the Executive Team and/or to the other members of Management.
- 4.3.4 The Executive Team, which serves as a conduit between the rest of the Management and the Board, is responsible for the effective implementation of the strategic plans and policies of the Group established by the Board and for corporate governance, besides managing the daily operations of the Group.
- 4.3.5 Generally, members of the Executive Team are responsible to the Board for the following in accordance with their respective roles, positions, functions and responsibilities:
- (a) achievement of Group’s goals and observance of Management authorities delegated by the Board;



- (b) developing long-term strategic and short-term business plans, designed to enable the Group's requirements for growth, profitability and return on capital are achieved;
- (c) directing and controlling all aspects of the business operations in a cost effective manner;
- (d) overseeing human capital development with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for other Senior Management personnel and issues pertaining to discipline of all employees;
- (e) representing the Group's interest with major customers, government agencies, regulatory bodies and industries at large, to ensure general goodwill towards the Group and cooperation in planned development;
- (f) assuring that the Group's products and services are of high standards;
- (g) providing assistance to members of the Board and Board Committees, as required, in discharging their duties; and
- (h) ensuring the Company and its subsidiaries must cause to be kept the accounting records and other records to:
  - i. sufficiently explain the business, transactions and financial position of the Company and its subsidiaries; and
  - ii. enable the preparation of true and fair financial statements and enable the accounting and other records of the Company and its subsidiaries to be conveniently and properly audited; and
- (i) ensuring members of the Board have the information necessary to discharge their fiduciary duties and other governance responsibilities.

4.3.6 The Board shall receive the following from, or through members of, the Executive Team according to their respective roles, positions, functions and responsibilities at its scheduled meetings:

- (a) reports on the performance and activities of the Group for the period under review, including explanations for significant fluctuations over the period and significant variances from the budget; and
- (b) where appropriate, a briefing pertaining to risk management issues, challenges faced by the Group, changes to legislations that may affect the Group's operations, litigations and other salient events or issues affecting the Group.

4.3.7 The Executive Team shall act within all specific authorities delegated to them by the Board or by the leader of the Executive Team.

4.3.8 In discharging the above responsibilities, a member of the Executive Team may delegate appropriate functions to any member of Senior Management, who shall report to such member of the Executive Team.





#### **4.4 Role of Non-Executive Directors (“NEDs”)**

The roles of NEDs largely encompass the monitoring of Group performance and contributing to the development of Company strategy, clarified as follows:

- (a) Strategy: Constructively challenge and contribute to the development of Company strategy; and
- (b) Performance: Oversee the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.

The NEDs are encouraged to meet amongst themselves at least annually to discuss amongst others strategic, governance and operational issues.

#### **4.5 Company Secretary(ies)**

4.5.1 The appointment and removal of the Company Secretary(ies) is a matter for the Board as a whole. The Company Secretary(ies) shall be suitably qualified in accordance with requirements of the Companies Act 2016 and capable of carrying out the duties required of the post.

4.5.2 The Company Secretary(ies) is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.

4.5.3 The primary roles and responsibilities of the Company Secretary(ies) shall include the following:

- (a) ensuring timely dissemination of notice of meeting and agenda to Directors, including relevant Board papers and information pertaining to issues scheduled for discussion and/or approval at meeting;
- (b) ensuring that Board procedures and applicable rules are observed;
- (c) maintaining records of the Board and Board Committees and their respective meetings and ensuring effective management of the Company’s records;
- (d) preparing comprehensive minutes to document Board and Board Committee proceedings and ensure conclusions are accurately recorded;
- (e) advising the Board on corporate disclosures and compliance with the relevant rules and regulations, and timely dissemination of information relevant to Directors’ roles and functions and keeping them updated on new or evolving regulatory requirements;
- (f) advising the Board on its roles and responsibilities;
- (g) facilitating the orientation of new Directors and assisting in Director training and development;
- (h) managing processes pertaining to the shareholder meetings;



- (i) monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
- (j) serving as a focal point for stakeholders' communication and engagement on corporate governance issue; and
- (k) carrying out other functions as deemed appropriate by the Board from time to time.

#### **4.6 Board Committees**

4.6.1 The Board shall establish Committees from time to time to assist the Board in the discharge of its duties and responsibilities. Each Committee has its own terms of reference in writing, specified by the Board, detailing its roles and responsibilities, structure and composition.

4.6.2 A number of standing Committees, with written terms of reference, have been established, namely the following:

**(a) Audit Committee**

The Audit Committee assists and supports the Board primarily in the areas of financial reporting in liaison with the external auditors, the Group's system of risk management and internal controls in liaison with the internal auditors and the review of related party transactions and conflict of interest situations. The terms of reference of the Audit Committee are attached as **Appendix D** of this Charter;

**(b) Nominating and Remuneration Committee**

The Nominating and Remuneration Committee assists the Board on matters relating to the selection and assessment of Directors as well as implementing policies and procedures on matters relating to the remuneration of Directors and Senior Management. The terms of reference of the Nominating and Remuneration Committee are attached as **Appendix E** of this Charter; and

**(c) Board Risk Management and Sustainability Committee**

The Board Risk Management and Sustainability Committee assists the Board in overseeing risks, risk management and sustainability activities and the inculcation of risk culture across the Group. The terms of reference of the Board Risk Management and Sustainability Committee are attached as **Appendix F** of this Charter.

#### **4.7 The Board's relationship with shareholders and stakeholders**

4.7.1 The Board shall maintain a communications policy that enables both the Board and Management to communicate effectively with the Company's shareholders, stakeholders and the general public.



- 4.7.2 The Board shall ensure that the General Meetings of the Company are conducted in an efficient manner to enhance shareholder communications. The Board shall also provide timely and relevant information to shareholders and encourage their active participation at the meetings, taking into account the following measures:
- (a) ensure that each item of special business included in the notice of meeting is accompanied by a full explanation of the effects of the proposed resolution;
  - (b) ensure that a brief description, including information such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in Board Committees and designation of Directors (Independent or Non-Independent), in respect of the Directors standing for election, is disclosed in the Annual Report;
  - (c) the Chairman shall provide reasonable time for discussion at the meeting. Where appropriate, the Chairman will undertake to provide the shareholder with a written answer to any significant question which cannot be answered immediately; and
  - (d) ensure that resolutions proposed in the notice of meeting of shareholders which require specific shareholder approval, are voted on by poll and announce the detailed results of the votes cast for and against each resolution. The Chairman shall also inform shareholders of their right to demand a poll vote at the commencement of the General Meeting.

## **5 Board procedures**

### **5.1 Board meetings**

- 5.1.1 Meetings shall be conducted at least on a quarterly basis. The Company Secretary(ies) shall prepare and distribute to all Directors in advance a timetable for the meetings for the year. The Company Secretary(ies) shall work together with the Chairman in developing the meeting agenda.
- 5.1.2 Except in the case of emergencies, seven (7) days' notice of every Board meeting will be provided in writing. In addition to notices sent through the post/ by hand, notices may also be sent via facsimile, electronic mail or by any means of telecommunication in permanent written form.
- 5.1.3 The Chairman of the Board, or, in his absence, a Director from amongst the Board members appointed, shall preside at all meetings.
- 5.1.4 While Directors are required to attend Board meetings, other senior officers/ Management may be invited to attend meetings for particular items within their responsibility. The Board may also invite external parties, such as the auditors, solicitors and consultants as and when the need arises.

Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by a majority of votes of all Directors present. In the event matters requiring Board's decision arise between meetings, such matters shall be resolved through circular resolution which shall be supported by relevant papers setting out details of the subject matters. The Board members may obtain more information from Management and express their view points by facsimile,



electronic mail or any other means of telecommunication before arriving at a decision on the subject matter. All such resolutions shall be submitted for confirmation at a meeting of the Board following the passing of the circular resolutions.

5.1.5 The Directors may participate at a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation in the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors at such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at or during the meeting.

5.1.6 Pursuant to the relevant regulatory requirements, a Director shall abstain from deliberation and voting on contracts or proposed contracts or arrangements in which the Director has direct or indirect interests.

## **5.2 Agenda**

The Chairman, in conjunction with the Company Secretary(ies), shall determine the contents of the agenda and assess the information needed to be supplied to the Board. The agenda shall include, amongst others, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.

## **5.3 Meeting papers**

5.3.1 To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least seven (7) days, or a shorter period when it is unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/ or recommendations is prepared.

5.3.2 Minutes are prepared following a Board meeting. The draft minutes shall be tabled at the following meeting for confirmation and signing by the Chairman.

## **5.4 Access to information**

All Directors shall have unrestricted access to Management and to information pertaining to the Company, including access to the Company auditors and consultants, relevant to the discharge of their duties and responsibilities as Directors of the Company.

## **5.5 Independent professional advice**

5.5.1 In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.

5.5.2 Where such advice is considered necessary for the discharge of his duties and responsibilities as Director and, for the benefit of the Company, such Director shall first discuss it with the Chairman and, having done so, shall be free to proceed, where appropriate.



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## **6 Directors' training**

- 6.1 Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Malaysia. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the function of Directors as well as technical matters, for example, financial reporting standards, tax budgets, etc. The Nominating and Remuneration Committee shall consider on the continuous education training programme for Directors in order to improve the skill sets in enhancing their contributions to the Group.
- 6.2 All training attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year under review shall also be disclosed.

## **7 Directors' external commitments and conflict of interest**

- 7.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or any of its subsidiaries shall declare the Director's interest in accordance with the Companies Act, 2016. The Director concerned shall not participate in deliberations and shall abstain from casting votes in any matter arising thereof unless as otherwise provided for in the Companies Act, 2016.
- 7.2 Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company.
- 7.3 Directors shall devote sufficient time to carry out their responsibilities. The Board shall obtain this commitment from its members at the time of appointment. Each Director is expected to commit time as and when required to discharge the relevant duties and responsibilities, besides attending meetings of the Board and Board Committees.
- 7.4 The Company Secretary(ies) shall facilitate the Directors' annual independence and conflict of interest declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for Independent Non-Executive Directors) and conflict of interest (i.e. for all Directors).

## **8 Directors' Remuneration**

- 8.1 NEDs will be paid a fee for acting as Directors of the Company and meeting allowances for their attendances at meetings, subject to approval by shareholders.
- 8.2 The Board shall establish a formal and transparent process for approving the remuneration of members of the Board (comprising Executive Directors and NEDs) and Senior Management of the Group.
- 8.3 The Nominating and Remuneration Committee is entrusted by the Board to implement the policies and procedures on matters relating to the remuneration of the Board and Senior Management and making recommendations on the same to the Board for approval.



**9 Board and member assessment**

The Nominating and Remuneration Committee is entrusted by the Board to review the performance and effectiveness of the Board and Board Committees, including individual Directors, annually, with the assessment report, together with a report on the Board balance covering the required mix of skills, experience and other qualities of Board members, for discussion at the full Board.

**10 Corporate disclosures**

- 10.1 The Board shall have relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness of information disclosed. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the Listing Requirements.
- 10.2 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report of the Company.

**-END OF DOCUMENT-**



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## **Appendix A**

### **DIRECTORS' CODE OF ETHICS**

**(Revised pursuant to a resolution of the Board on 11 March 2022)**

As prescribed by Section 213 of the Companies Act, 2016, Directors of a company shall at all times act in good faith and in the best interest of the Company. Directors shall adhere to the general principles of integrity, objectivity, accountability, openness, honesty and leadership.

The Directors shall observe the Directors' Code of Ethics as follows:

- (i) Compliance at all times with this Code of Ethics, the Board Charter and regulatory requirements expected to be adhered to by Directors of the Company;
- (ii) Observe high standards of corporate governance, in particular the Practices set out in the Malaysian Code on Corporate Governance, the Main Market Listing Requirements of Bursa Malaysia, the Companies Act, 2016; the Malaysian Anti-Corruption Commission Act 2009; the Capital Markets and Services Act, 2007 and Guidelines issued by Securities Commission for capital market entities to adhere to;
- (iii) Not misuse information gained in the course of duties for personal gain or for any other purpose, nor seek the opportunity of the service as Directors to promote private interests or those of connected persons, firms, businesses or other organisations;
- (iv) Protect and ensure the proper use of the Company's assets and resources;
- (v) Directors shall not accept positions in Board Committees or working groups where a conflict of interest is likely to arise, without first declaring their interest at Board meeting;
- (vi) Directors shall declare any personal, professional or business interests that may conflict with their responsibilities as Directors of the Company;
- (vii) Directors shall adhere to the regulatory requirements pertaining to trading in the Company's shares, including insider trading.
- (viii) Directors shall adhere to the Company's policy on Anti-Bribery and Anti-Corruption, which inter alia, includes matters in relation to:
  - (a) Corruption and bribery; and
  - (b) Giving/receipt of gifts, entertainment and hospitality beyond the threshold allowed by the Company.



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## **Appendix B**

### **FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD (Revised pursuant to a resolution of the Board on 11 March 2022)**

The following summarises the list of matters reserved for the Board's deliberation and decision:

#### **1. Board structure**

- (a) Appointment and recommendation for removal of Directors.
- (b) Appointment and removal of Company Secretary(ies).
- (c) Establishment of Board Committees, their composition and the specific terms of reference.

#### **2. Board remuneration**

- (a) Recommendation of Directors' fees and benefits for Non-Executive Directors to be approved by shareholders.
- (b) Approval of remuneration packages, including service contracts, for Executive Directors.

#### **3. Operational matters**

- (a) Review and approval of Group's strategic plan and annual budget (including capital expenditure budget).
- (b) Approval of capital expenditure exceeding prescribed thresholds based on the formalised limits of authority.
- (c) Approval of investment or divestiture in a company, business, property or undertaking.
- (d) Approval of investment or divestiture of a capital project which represents a significant diversification from the Group's existing business activities.
- (e) Approval of major changes in the activities of the Group.
- (f) Approval of treasury policies and bank mandates of the Group.
- (g) Approval of limits of authority for the Group.

#### **4. Financial and Corporate Governance**

- (a) Approval of financial statements and their release (including financial reports for announcement to Bursa Malaysia Securities Berhad or the Securities Commission).
- (b) Approval of Directors' Report, Statement by Directors, Sustainability Statement, Management Discussion and Analysis, Corporate Governance Overview Statement, Corporate Governance Report, Audit Committee Report and Statement on Risk Management and Internal Control for inclusion in the Company's Annual Report.





- (c) Approval of dividends for payment to shareholders or the recommendation of other distribution for shareholders' approval.
- (d) Adoption of accounting policies in line with the Malaysian Financial Reporting Standards and International Financial Reporting Standards.
- (e) Review the effectiveness of the Group's system of risk management and internal controls as well as material sustainability matters via the Board Risk Management and Sustainability Committee and the Audit Committee, as the case may be.

#### **5. Others**

- (a) Granting of power of attorney by the Company.
- (b) Entering into any corporate guarantee and indemnity issued by the Company.
- (c) Recommendation for the changes in the Company's Constitution.
- (d) Change in financial year end.
- (e) Recommendation for purchase of own shares by the Company.
- (f) Recommendation for issue of debt instruments.
- (g) Any other matters requiring the Board's approval under the limits of authority adopted by the Group.



## **Appendix C**

### **BOARD DIVERSITY POLICY**

**(Revised pursuant to a resolution of the Board on 11 March 2022)**

#### **Purpose**

The Board Diversity Policy (the “Policy”) sets out the approach to diversity on the Board of Directors (the “Board”) of Tan Chong Motor Holdings Berhad (“TCMH” or the “Company”).

#### **Scope of application**

The Policy applies solely to the Board and does not extend to cover diversity in the Company’s recruitment practices of non-Board personnel

#### **Policy statement**

The Board strongly advocates Board diversity as a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, gender, age, ethnicity and other qualities of Directors. These differences shall be considered in determining the optimum composition of the Board and, whenever possible, shall be balanced appropriately. For this purpose, the Board shall comprise at least a woman Director at any time to address gender diversity.

The Company’s goals and core principles are taken into consideration in the development of this Policy. The Company’s strategic intent for Board diversity is the attraction, retention and development of a diverse team of skilled people towards delivering the Company’s strategy. The Policy is centred on the following initiatives:

- (1) Identifying and creating the right balance of skills and industry experience, background, gender, age and ethnicity of Directors;
- (2) Retaining Directors based on performance and merit, in the context of their skills, time commitment and experience, in order for the Board to be effective; and
- (3) The Board’s Nominating and Remuneration Committee to review and assess periodically the Board composition, mix and tenure of each Director and make recommendations on the appointment of new Directors. The Committee is tasked with the following responsibilities:
  - (a) to appoint members based on merit and free of prejudice, whilst simultaneously considering a broader sense of diversity and its advantages, when reviewing Board composition;
  - (b) to consider the mix of skills, experience, independence, knowledge and the diversity representation of the Board, as part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors; and
  - (c) to develop measurable objectives to implement the Policy and for monitoring progress towards the achievement of these objectives.



### **Measurable Objectives**

On an annual basis, the Nominating and Remuneration Committee will discuss the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption.

### **Monitoring and Reporting**

Disclosure will be made in the corporate governance section of the TCMH's Annual Report. The Annual Report will include a summary of this Policy, the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

### **Review of the Policy**

The Nominating and Remuneration Committee will review and assess the effectiveness of the Policy as and when required and any recommendation for revisions shall be highlighted to the Board for approval.



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## **Appendix D**

### **AUDIT COMMITTEE**

**(Revised pursuant to a resolution of the Board on 14 September 2021)**

#### **(TERMS OF REFERENCE)**

##### **(A) Membership**

The Audit Committee (“Committee”) shall be appointed by the Board from amongst the Directors and shall comprise no fewer than three (3) members, all of whom must be Non-Executive Directors with a majority being Independent Directors. The Chairman of the Board shall not be a member of the Committee. The Committee shall, collectively, possess the relevant range of skills necessary for it to discharge its duties as set out in these terms of reference.

The Committee shall include at least one (1) Director who is a member of the Malaysian Institute of Accountants or, alternatively, a person who must have at least three (3) years’ working experience and have passed any of the examinations specified in Part I of the First Schedule of the Accountants Act, 1967 or is a member of one of the associations/institutes specified in Part II of the said Schedule or fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (“Bursa Securities”).

All members of the Committee shall be financially literate, i.e., able to read, analyse and interpret financial statements, competent and are able to understand matters under the purview of the Committee, including the financial reporting process of the Company. Accordingly, all members of the Committee shall undertake continuous professional development to keep abreast of relevant developments on accounting and auditing standards, practices and rules.

No former partner of the Company’s external auditors (“Audit Firm”) shall be appointed a member of the Committee unless the person has ceased as partner of the Audit Firm for a period of at least three (3) years. Partner refers to all former partners of the Audit Firm and/or its affiliates, including those providing advisory services, tax consulting, etc.

No Alternate Director shall be appointed a member of the Committee.

The members of the Committee shall elect a Chairman from amongst their number who shall be an Independent Director.

In the event of any vacancy in the Committee which results in a breach in the Main Market Listing Requirements of Bursa Securities, the vacancy shall be filled within three (3) months or any longer period with the approval of Bursa Securities. The terms of office and the performance of the Committee and each of its members shall be assessed annually by way of a “self and peer” review carried out by members of the Committee, with the outcome submitted to the Nominating and Remuneration Committee (“NRC”) for review. The terms of office of each member in the Committee shall be reviewed by the NRC annually to determine the need to refresh the Committee’s composition.

##### **(B) Authority**

The Committee is authorised by the Board, and at the cost of the Company, to:

- (1) investigate any matter within its Terms of Reference;



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- (2) have the resources which are required to perform its duties;
  - (3) have full and unrestricted access to any information pertaining to the Company and any of the subsidiaries;
  - (4) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
  - (5) be able to obtain independent professional or other advice in connection with any matter within the remit of the Committee; and
  - (6) convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and employees of the Company.

**(C) Functions**

The functions of the Audit Committee comprise the following:

- (1) review the following and report the same to the Board:
  - (a) the audit plan, evaluation of the internal control system of the Company and its subsidiaries (“Group”) and the audit report with the External Auditors; the assistance given by the employees of the Group to the External Auditors;
  - (b) the adequacy of the scope, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
  - (c) the internal audit plan, processes, the results of the internal audit assessment or investigations undertaken and whether or not appropriate action is taken on the recommendations;
  - (d) the quarterly results and year-end financial statements, before approval by the Board of Directors, focusing particularly on:
    - (i) changes in or implementation of major accounting policy changes;
    - (ii) significant matters highlighted, including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions, and how these matters are addressed; and
    - (iii) compliance with accounting standards and other legal requirements;
  - (e) any related party transactions and conflict of interest situation that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of Management integrity;
  - (f) any letter of resignation from the External Auditors; and
  - (g) whether there is reason (supported by grounds) to believe that External Auditors are not suitable for re-appointment;



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- (2) consider the appointment and re-appointment of the External Auditors, the audit fee and any question of dismissal;
  - (3) assess, review and monitor the suitability and independence of External Auditors in accordance with the External Auditors Assessment Policy which take into consideration the following:
    - (a) written assurance from External Auditors confirming they are, and have been, independent throughout the conduct of audit engagement in accordance with the terms of relevant professional and regulatory requirements;
    - (b) the competence, audit quality and resource capacity of the Audit Firm in relation to the audit, including information presented in the Audit Firm's Annual Transparency Report which encompasses, inter-alia, the Audit Firm's governance and leadership structure and measures taken by the Audit Firm to uphold audit quality and manage risks; and
    - (c) the nature and extent of non-audit services rendered by the External Auditors and/or their affiliates, and the level of fees paid for such services relative to the audit fees;
  - (4) approve any appointment or termination of the head of internal audit function and review any appraisal or assessment of the performance of the head of internal audit function;
  - (5) set, review and approve a policy on non-audit services which may be provided by the External Auditors and/or their affiliates, and conditions and procedures which must be adhered to by the External Auditors and/or their affiliates in the provision of such services;
  - (6) approve non-audit services before they are provided by the External Auditors and/or their affiliates ;
  - (7) consider the major findings of internal investigations and Management's response; and
  - (8) any other function as may be required by the Board from time to time.

#### **(D) Conduct of Meetings**

The Chairman shall call for meetings to be held not less than four (4) times a year. Such meetings shall either be conducted physically at site or virtually via a secure online platform. Any member of the Committee may at any time requisite for, and the Company Secretary(ies), who are Secretary(ies) of the Committee, shall, on requisition of the member, arrange to convene a meeting of the Committee.

Except in the case of an emergency, a seven (7) days' notice shall be given in writing to all members before the date of the meeting.

The quorum for meeting shall be two (2) members who are Independent Directors. Meetings shall be chaired by the Chairman, and in his absence, by an Independent Director appointed from the remaining Committee members. Decision on a matter deliberated shall be made by a majority of votes.

The Head of Finance, Head of Internal Audit and the Committee Secretary(ies) shall normally attend the full meetings upon invitation of the Committee. Other Board members and employees



may attend meetings upon invitation of the Committee to provide explanations required on an agenda item involving them after which they shall be excused from the meeting. A representative of the External Auditors shall attend the meeting to present the audit plan and the outcome of their audit of the annual financial statements and such other meetings as determined by the Committee.

The Chairman has the right to request those who are present to leave the meeting when matters to be discussed are likely to be hampered by their presence or confidentiality of matters needed to be preserved.

#### **(E) Reporting Procedures**

The Committee Secretary(ies) shall record the proceedings of meetings, the draft minutes of which shall be made available to the members of the Committee for comments within one (1) month from conclusion of the meeting. Minutes of meetings which have been confirmed by the Chairman of the Committee shall be circulated to all members of the Board.

The Chairman of the Committee shall, following the conclusion of the Committee meeting, report to the Board of Directors at its meeting the matters discussed and deliberated, including the outcome of the Committee meeting, either for notation of the Board or for its approval as the case may be. On an annual basis, the Committee shall prepare for the Board, and for inclusion in the Company's Annual Report, a summary of its activities in the discharge of its functions and duties for the financial year under review.

The Committee may report to Bursa Securities any matter reported by it to the Board which has not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements of Bursa Securities.

#### **(F) Review of the Terms of Reference**

The Audit Committee shall review and assess the Terms of Reference once in every two (2) years or at more frequent intervals as circumstances dictate to ensure that the Terms of Reference remain relevant and appropriate in the discharge of the Committee's responsibilities. Any proposed changes to the Terms of Reference shall be approved by the Board.



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## **Appendix E**

### **NOMINATING AND REMUNERATION COMMITTEE (Revised pursuant to a resolution of the Board on 11 March 2022)**

#### **(TERMS OF REFERENCE)**

##### **(A) Purpose**

This Nominating and Remuneration Committee Terms of Reference is established pursuant to Paragraph 15.08A(2) of the Main Market Listing Requirements of Bursa Malaysia (“Listing Requirements”), the Malaysian Code on Corporate Governance (“MCCG”) issued by Securities Commission from time to time and approved by the Board.

The Nominating Committee and Remuneration Committee (the “Committee”), set up under Paragraph 15.08A(1) of the Listing Requirements and MCCG and appointed by the Board of Tan Chong Motor Holdings Berhad (“TCMH” or the “Company”), shall assist the Board to fulfil its responsibilities in relation to the following areas:

- (1) to review and assess the mix of skills, knowledge, expertise and experience, competencies, size, composition, diversity and tenure of each Director of the Board;
- (2) to review and assess the contribution, effectiveness and performance of individual Director, as well as the effectiveness of the Board and its Committees, as well as the Board of the subsidiaries (including the performance in addressing material sustainability risks and opportunities);
- (3) to review and assess the criteria for assessment of independence for Independent Directors (“IDs”);
- (4) to recommend to the Board on candidates for directorship the Directors to sit on Board Committees and on the re-election of Directors of the Company and its subsidiaries based on satisfactory evaluation of the Director’s fit and proper criteria to be set out in a Fit and Proper Policy, performance and contribution to the Board and/or Board of its subsidiaries.;
- (5) to review and recommend to the Board the continuation of office of IDs whose tenure as IDs has exceeded a cumulative term of nine (9) years;
- (6) to facilitate relevant induction programmes for newly appointed Directors as well as continuing education programmes for existing Directors;
- (7) to develop and review policies and procedures governing the composition for effective and efficient functioning of the Board;
- (8) to review and recommend the remuneration policies and procedures for Directors and Senior Management; the terms of employment or contract of employment/service and any compensation payable on the termination of the service contracts of Executive Directors by the Company and/or the Group and to review the changes to the policies and procedures, as necessary;
- (9) to review and recommend to the Board any relevant matters relating to the remuneration of Directors and Senior Management of the Company and Group. The determination of remuneration packages (including Directors’ fees) of individual Directors shall be a matter





for the Board as a whole, with the interested Director abstaining from discussing his/her remuneration; and

- (10) to review and recommend to the Board the Directors' Fit and Proper Policy for the appointment and re-election of the Directors of the Company and its subsidiaries from time to time.

The existence of the Committee does not diminish the Board's ultimate responsibility for decision-making relating to the work of the Committee.

#### **(B) Membership**

- (1) The Committee shall be appointed by the Board from amongst their number and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors ("NEDs").
- (2) The majority of the members of the Committee shall comprise IDs.
- (3) The quorum for meeting shall be two (2) members who are IDs.

#### **(C) Authority**

The Board has authorised the Committee, within the scope of its duties and responsibilities set out in this Terms of Reference, to:

- (1) perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- (2) select, engage and obtain, at the cost of the Company, professional advice in order for the Committee to carry out its duties; and
- (3) have full and unrestricted access to information pertaining to the Company.

#### **(D) Rotation of Members**

Rotation of the Committee members is encouraged, where practical, to ensure undue reliance is not placed on a particular individual.

#### **(E) Chairman of the Committee**

The Board shall appoint the Chairman of the Committee, who shall be an Independent Director. If a Senior Independent Non-Executive Director ("SID") has been identified by the Board, the SID shall be the Chairman of the Committee.

Should the Chairman of the Committee be absent from meeting, the Committee members present shall appoint a Chairman from amongst them for that particular meeting.

#### **(F) Committee Secretary**

The Company Secretary(ies) of TCMH shall be the Secretary(ies) of the Committee.

The Secretary(ies) shall be present to record proceedings of Committee meetings.



#### **(G) Notice and Meeting**

The Committee shall meet at least once a year or more frequently as deemed necessary by the Chairman. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board. Such meetings shall either be conducted physically at site or virtually via a secure online platform

No member of the Committee shall participate in any discussion or decision on their own nomination and remuneration.

The Secretary(ies), in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each Committee meeting, unless with the unanimous consent of the Committee members for calling a shorter notice of meeting..

#### **(H) Attendance**

The Chairman of the Committee, or the Committee members with the approval from the Chairman, may invite any person or persons to attend the Committee meetings, but not necessarily for the full duration of the meeting.

#### **(I) Minutes of Meeting**

The Secretary(ies) of the Committee shall keep the minutes of meetings. After the Chairman has given approval, copies thereof shall be circulated to all members of the Board.

#### **(J) Committee's Performance**

On an annual basis, the Board shall evaluate the Committee's performance and extent to which the Committee has met the requirements of its Terms of Reference.

#### **(K) Duties of the Committee**

The duties of the Committee shall be to:

- (1) Review and consider the size and composition of the Board and Board Committees with a view to determining the impact of the number and composition upon the Board's and Board Committees' effectiveness and recommend to the Board any improvements to be made;
- (2) develop and review the policy on Board composition, in terms of the mix of skills, independence and diversity (including gender diversity), age, tenure and other qualities, required to facilitate effective and efficient functioning of the Board;
- (3) review the Board's nomination and election process, including the subsidiaries;
- (4) set out and communicate the expectations of Directors regarding the level of contribution and time commitment, and obtain this commitment in writing including an indication of time that will be spent on the appointment, from the Directors upon appointment;
- (5) develop, maintain and review the criteria to be used in the recruitment process;



- (6) recommend to the Board, candidates for all directorships in the Company and its subsidiaries. In making the recommendations, the Committee shall also consider candidates proposed by the Chairman and, within the bounds of practicability, by any Director or shareholder or sourcing from independent search firms/directors' registry. In making its recommendations, the Committee shall refer to a Fit and Proper Policy and consider, amongst others, the candidates':
- (a) skills, knowledge, expertise and experience;
  - (b) competency and performance;
  - (c) character, professionalism and integrity;
  - (d) number of directorships (including directorship on boards of non-listed companies outside the Group) and other external obligations which may affect the Director's commitment, including time commitment and value contribution; and
  - (e) in the case of candidates for the position of ID, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/ functions as are expected from IDs.

Prior to the appointment, the prospective Director shall be required to sign a Fit and Proper declaration, and disclose any other business interests that may result in a conflict of interest;

- (7) ensure that on appointment to the Board, NEDs receive a formal letter of appointment setting out clearly what is expected of them in terms of the time commitment, accompanied by a copy of the Board Charter;
- (8) recommend to the Board and facilitate appropriate induction and education programme for new Directors; evaluate the training needs of Directors to enhance their competencies and ensure that their training needs are met and they are kept abreast of all regulatory changes and developments in the business environment;
- (9) recommend to the Board, Directors to fill the seats on Board Committees;
- (10) on an annual basis, review the required mix of skills, length of services, experience and other qualities of the Board, including core competencies which NEDs shall bring to the Board;
- (11) review the re-election process of Directors and Directors of subsidiaries having due regard to their performance and ability to continue to contribute to the Board and/or its subsidiaries in the light of knowledge, skills, experience and fit and proper criteria required;
- (12) review any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the laws and their service contracts;
- (13) consider the appointment of any Director to executive or other office;



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- (14) assess annually the effectiveness of the Board, as a whole, Board Committees and the contribution of each individual Director;
  - (15) develop, maintain and review the criteria to be used in the assessment of Board, as a whole, Board Committees and individual Directors;
  - (16) review the policy on board diversity, including but not limited to gender diversity, age and ethnicity;
  - (17) review and oversee the succession planning for Board members (including Chairman and Chief Executive Officer) and Senior Management of TCMH Group;
  - (18) review and recommend to the Board the individual compensation and benefits arrangements for Executive Directors and Senior Management, taking into consideration the policies and procedures pertaining to Directors' and Senior Management's remuneration, where appropriate; and
  - (19) review and recommend to the Board the Directors' Fit and Proper Policy for the appointment and re-election of the Directors of the Company and its subsidiaries from time to time.
  - (20) To consider other matters as referred to the Committee by the Board.

**(L) Reporting**

The Chairman shall report on each meeting of the Committee to the Board regarding all relevant matters and appropriate recommendations, for notation or approval by the Board.

**(M) Committee Ethics and Procedures**

Members of the Committee shall safeguard all internal Committee communications concerning any candidates and treat them as strictly private and confidential, and for the use of Committee members only.

The Committee may be required to check references and consult selected third party sources on a confidential basis before making its final recommendations.

**(N) Review of the Terms of Reference**

The Terms of Reference shall be reviewed by the Committee as and when required, especially when there are changes to regulatory requirements or the MCCG where the roles and responsibilities of the Board and the Committee are impacted. All amendments to the Terms of Reference, as recommended by the Committee, must be approved by the Board.



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## **Appendix F**

### **BOARD RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE (“BRMSC” or “COMMITTEE”)**

**(Revised pursuant to a resolution of the Board on 11 March 2022)**

#### **(TERMS OF REFERENCE)**

##### **(A) Purpose**

- (1) This terms of reference formalises the establishment of the BRMSC and its roles in assisting the Board to oversee risk, risk management and sustainability activities and the inculcation of risk culture across the Group, comprising the Company and its subsidiaries.
- (2) The BRMSC oversees all aspects of risk and sustainability management and its initiatives, including strategic, financial, operational, reputational and compliance matters.
- (3) The BRMSC has the power delegated by the Board to set risk appetite for Board’s endorsement, approve risk management and sustainability framework, review policies and procedures for managing risks, and accept risks beyond the approved discretion provided to Management. In all instances, the Board is kept apprised of the status of risk and sustainability management, including their initiatives, by the Committee and has the power to override decisions made by the Committee.
- (4) The BRMSC is responsible for governance of sustainability, including setting the sustainability strategies, priorities and targets, together with the Management and staying abreast and understand the sustainability issues relevant to the Group and its business, including sustainability risks and opportunities.
- (5) The BRMSC ensures the Group’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to the stakeholders.

##### **(B) Membership**

- (1) The BRMSC shall comprise at least three (3) members, a majority of whom shall consist of Independent Directors.
- (2) The BRMSC members shall be appointed by the Board, in consultation with the Nominating and Remuneration Committee.
- (3) The Board shall appoint the BRMSC Chairman.
- (4) In the event of any vacancy in the BRMSC resulting in the number of members being reduced to below three (3), the Board shall, in consultation with the Nominating and Remuneration Committee, within three (3) months fill the vacancy.
- (5) The authority and terms of reference of the BRMSC may be terminated or amended by the Board.



**(C) Authority**

- (1) The existence of the BRMSC does not relieve the Executive Director members of the Committee (if any) of their individual responsibility for sustainability, internal controls and risk management, and the Board remains responsible at all times for reviewing the effectiveness of the same notwithstanding the delegation of authority for deliberation and responsibility of overseeing risk and sustainability management to the BRMSC.
- (2) The BRMSC is authorised by the Board to:
  - (a) investigate, or cause to be investigated, any activity within its terms of reference;
  - (b) seek any information that it requires from any employee of the Group and require all employees to co-operate with any request made by the Committee;
  - (c) obtain at the Group's expense outside legal or independent professional advice and such advisors may at the invitation of the Committee attend meetings as necessary; and
  - (d) delegate any of its duties as is appropriate to such persons or person as it thinks fit.

**(D) Functions**

The functions of the BRMSC shall be, amongst others, to:

- (1) Review and, where appropriate, approve the Group's risk appetite and risk management and sustainability strategy with the Board's endorsement; review the risk policies for consistency with the Group's risk appetite; approve any material changes to these policies; and review Management's actions, if any, required in response to changes in the risk profile and emerging or potential risks.
- (2) Review the design, adequacy and effectiveness of the risk management, internal control and sustainability framework in relation to the Group's activities; review the adequacy and quality of the risk management function; and review the effectiveness of risk and sustainability reporting based on key risk and sustainability indicators against targets on the Group level (including timeliness and risk events reported as well as status of sustainability initiatives and targets set).
- (3) Ensure that adequate risk assessment is undertaken for any projects or investments to be proposed to the Board, which is deemed strategic or significant, to facilitate an informed decision-making process.
- (4) Review the effectiveness of the Group's sustainability, internal control and risk management systems; and recommend, as appropriate, for the Board's endorsement of the Statement on Risk Management and Internal Control as well as the Sustainability Statement to be included in the Company's annual report.
- (5) Provide oversight of sustainability reporting – ensuring the effective identification, management and reporting of material sustainability matters (i.e. risks and opportunities) affecting the economic, environmental, social and governance aspects of the Group's businesses.
- (6) Assist the Board to integrate sustainability within key business strategies towards the collective achievement of sustainability goals across the Group.



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- (7) Review the adequacy and security of the Group's arrangements for its stakeholders to raise concerns about possible wrongdoing in financial reporting, non-financial reporting or other matters (e.g. health and safety, data governance and privacy, anti-bribery and anti-corruption, fraud prevention, whistleblowing, climate action, etc.).
  - (8) Consider and approve the remit of the risk management and sustainability function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards.
  - (9) Review reports on any material breaches of risk limits and the adequacy of proposed action.
  - (10) Ensure the effective preparation of sustainability statements as required by Bursa Malaysia Securities Berhad relating to the governance structure for sustainability management, the identification, management and reporting of material sustainability matters relevant to the Group.
  - (11) Review whether the Group has satisfactory controls and mitigating plans to enable the Group's policies, regulatory requirements and customer satisfaction to be met.

**(E) Conduct of Meetings**

- (1) Meetings shall be held not less than four (4) times each year. Unless otherwise agreed, notice of every meeting, venue, date and time together with an agenda of items and supporting papers to be discussed shall be forwarded to each Committee member and all persons required attending no later than one (1) week prior to the date of the meeting.
- (2) The quorum for meeting shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- (3) Only members of the Committee have the right to attend committee meetings. However, individuals may be invited by the Chairman of BRMSC to attend all or part of any meeting as and when appropriate and necessary.
- (4) In the absence of the BRMSC Chairman, the Committee members present shall appoint a chairman from amongst them for that particular meeting.
- (5) At any other time as the Committee shall see fit, it shall meet separately with the Head of Group Risk Management ("GRM"), the Chief Audit Executive ("CAE") and the external auditor in the absence of other members of Management.

**(F) Reporting Procedures**

- (1) The Company Secretary(ies) of TCMH, or her/their nominee(s), shall be the secretary(ies) of the Committee. The secretary(ies) shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- (2) Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes shall be circulated to all other members of the Board unless it is deemed inappropriate to do so.



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- (3) Notwithstanding the minutes of the BRMSC being shared with the Board, the Chairman of BRMSC may from time to time escalate significant risk, control or sustainability matters that warrant the attention of the Board.
  - (4) The Chairman of BRMSC shall report all substantive issues arising from the Committee meetings at the next following Board meeting. Committee meeting minutes shall be signed at the next Committee meeting and copies of the signed minutes shall be tabled at the next Board meeting taking place after signing.
  - (5) In addition to their management reporting line to the President, the Group Chief Executive Officer who assumed the position as the Chairman of the Risk Management and Sustainability Committee, the Head of GRM and the CAE have a direct reporting line to the Chairman of the BRMSC on matters within the Committee's scope.
  - (6) The BRMSC's duties and activities during the year shall be disclosed in the Annual Report and Financial Statements, as needed.
  - (7) The Chairman of BRMSC shall attend the Annual General Meeting ("AGM") to answer questions raised by shareholders on the Committee's activities.
  - (8) The BRMSC shall annually review its own effectiveness and recommend any necessary changes to the Board, if necessary.
  - (9) The BRMSC shall make whatever recommendations to the Board it deems appropriate and shall be responsible for reviewing the factual accuracy of the relevant sections of the Company's Annual Report and Financial Statements concerning internal controls, risk management and sustainability reporting.

**(G) Review of the Terms of Reference**

The Terms of Reference shall be reviewed by the Committee annually, or as and when required, especially when there are changes to regulatory requirements or the MCCG where the roles and responsibilities of the Board and the Committee are impacted. All amendments to the Terms of Reference, as recommended by the Committee, must be approved by the Board.