



PLUS MALAYSIA BERHAD
(Company No. 201001039714 (923639-A))
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE
BOARD GOVERNANCE, RISK & SUSTAINABILITY
COMMITTEE**

TABLE OF CONTENTS

BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

		Page
1.0	Objectives of the Board Governance, Risk & Sustainability Committee	1
2.0	Composition of the Board Governance, Risk & Sustainability Committee	1
3.0	Duties and Responsibilities of the Board Governance, Risk & Sustainability Committee	2
4.0	Powers of the Board Governance, Risk & Sustainability Committee	5
5.0	Board Governance, Risk & Sustainability Committee Meetings	5
6.0	Chairman of the Board Governance, Risk & Sustainability Committee	6
7.0	Board Governance, Risk & Sustainability Committee Members	7
8.0	Revision of the Term of Reference of the Board Governance, Risk & Sustainability Committee	7

PLUS MALAYSIA BERHAD

BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

TERMS OF REFERENCE

1.0 OBJECTIVES OF THE BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

1.1 The objectives of the Board Governance, Risk & Sustainability Committee ("BGRSC") are to assist the Board of Directors ("the Board") of PLUS Malaysia Berhad ("PMB") and its subsidiary companies ("PMB Group") in:

- 1.1.1 Providing oversight over risk management and resilience and compliance to safeguard long term sustainability;
- 1.1.2 Providing oversight on all corporate governance, sustainability and integrity matters in line with good practices and applicable laws and regulations, including but not limited to, the Malaysian Anti-Corruption Commission Act 2009; and
- 1.1.3 Providing oversight over significant compliance matters to protect reputation and assets.

2.0 COMPOSITION OF THE BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

2.1 Members

2.1.1 The BGRSC shall be appointed by the Board from amongst their numbers or any individual that the Board deem suitable, which fulfils the following requirements:

- i. The composition of the BGRSC must be not be less than three (3) Members;
- ii. No alternate director shall be appointed as a member of the BGRSC; and
- iii. In the event of any vacancy in the BGRSC, the Board must fill the vacancy within 3 months.

2.1.2 The members of the BGRSC shall elect a Chairman among themselves.

2.1.3 Members of the BGRSC, including the Chairman, will hold office only so long as they serve as Directors of PMB and its subsidiary companies.

2.2 SECRETARY

- 2.2.1 The Company Secretary or Company Secretaries (if there are more than 1) of PMB and/or their representative shall be the Secretary(ies) of the BGRSC.

3.0 DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE AND RISK COMMITTEE

- 3.1 The following are the main duties and responsibilities of the BGRSC collectively:

3.1.1 Sustainability and Corporate Governance

- i. Review and recommend Sustainability policies, strategies, roadmaps and frameworks covering Environmental, Social and Governance factors to the Board for approval.
- ii. Review and approve external communication and reporting of sustainability matters such as aspirations, progress and targets.
- iii. Provide oversight to ensure that good environmental, social and governance practices are promoted, in place and applied consistently.
- iv. Provide oversight over sustainability efforts through effective management of significant and material economic, environment, social and governance matters impacting PMB Group.

3.1.2 Integrity

The BGRSC shall assist the Board in carrying out its responsibilities towards ensuring that PMB Group is an organisation free from corruption, with integrity and good governance, in addition to overseeing the Integrity Unit in achieving its objectives. The BGRSC has the authority of, and acts on behalf of the Board for the following:-

- i. Ensure that an Integrity Unit is established, which is responsible to preserve integrity within PMB Group, directly answerable to the BGRSC;
- ii. Provide oversight over integrity, anti-bribery and corruption matters within PMB Group, as and when required;
- iii. Review the adequacy of the scope, functions, competency and resources of the Integrity Unit and that it has appropriate standing within PMB Group to undertake its activities independently and objectively and monitor its performance accordingly;

- iv. Review, approve and monitor the work plan of the Integrity Unit which includes the strategy, implementation and progress of its activities to ensure timeliness, expertise and efficiency in the managing of integrity, anti-bribery and corruption matters within PMB Group;
- v. Recommend appropriate policies for approval of the Board to ensure PMB Group's ongoing compliance with relevant legal and regulatory requirements on integrity, anti-bribery and corruption matters;
- vi. Oversee and monitor a complaints management system for PMB Group, through a dedicated whistleblowing mechanism;
- vii. Commission and appoint, where required, relevant experts (internal external) to investigate and report on any aspect of the whistleblowing cases;
- viii. Deliberate and recommend appropriate course of actions upon completion the whistleblowing investigation;
- ix. Evaluate and review the findings of the reports in relation to integrity, anti-bribery and corruption matters and to ensure appropriate actions are taken, when required;
- x. Evaluate integrity, anti-bribery and corruption risks and breaches, as well as recommend actions taken to address those breaches and establish necessary disciplinary actions, if any; and
- xi. Promote, together with Management, a sound governance and integrity culture within PMB which emphasises high standards of ethical behaviours that create and support good governance and corruption-free environment.

3.1.3 Risk Management

- i. Provide guidance on the overall risk strategy and ensure that principles to manage risks are consistently adopted.
- ii. Review and recommend risk management policies and frameworks for the Board's approval.
- iii. Periodically review and evaluate the adequacy and effectiveness of such policies and frameworks to identify, assess, respond, monitor and report risks in a regular and timely manner that will allow the PMB Group to minimise losses and maximise opportunities.

- iv. Review principle risks (including emerging risks), escalate emerging risks to the Board and ensure the adequacy of existing controls and action plans to manage them.
- v. Review and approve the quarterly risk profile and any other reports.
- vi. Commission, where required, special projects to investigate, develop or report on specific aspects of the risk management processes of the PMB Group.
- vii. Recommend the risk appetite and tolerance levels of key risk exposures for the Board's approval and oversee that it is appropriately communicated throughout PMB Group.
- viii. Provide oversight over risk management activities to promote risk culture throughout PMB Group.

3.1.4 Resilience

- i. To review and recommend policies and framework in relation to any resilience or business continuity.
- ii. Provide oversight to ensure that the PMB Group is resilient in responding to and managing crisis and disasters.

3.1.5 Compliance

- i. Review and recommend the PMB Group's compliance framework, guided by applicable laws and regulations for the Board's approval.
- ii. Provide oversight over significant compliance findings / areas for non-compliance as and when required.

3.2 The BGRSC shall also consider other risk, integrity, corporate governance, sustainability and compliance matters as defined by the Board. The role of the BGRSC is to assist the Board in achieving its strategic objectives, while ensuring proper governance, risk and compliance is in place.

3.3 The BGRSC shall not assume the functions of the Management, which remain the responsibility of the Managing Director and other members of the Senior Management.

4.0 POWERS OF BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

- 4.1 In carrying out its duties and responsibilities, the BGRSC will have the explicit authority to investigate any matter within its terms of reference and to appoint such investigator(s), as appropriate.
- 4.2 The resources that are required to perform its duties.
- 4.3 Full, free and unrestricted access to any information, records, properties and personnel of PMB and of any other company within its Group.
- 4.4 Be able to obtain independent professional or other advice and to invite outsiders with relevant expertise to attend the BGRSC's meetings (if required) and to brief the BGRSC.
- 4.5 The attendance of any particular BGRSC meeting by other Directors and employees of the Company shall be at the BGRSC's invitation and discretion and must be specific to the relevant meeting.

5.0 BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE MEETINGS

- 5.1 The BGRSC will meet at least four (4) times in each financial year although additional meetings may be called at any time, at the discretion of the BGRSC Chairman.
- 5.2 The quorum for each meeting shall consist of at least two (2) members.
- 5.3 Recommendations of the BGRSC are submitted to the Board for approval.
- 5.4 The Secretary(ies) of the BGRSC and/or their representatives shall be in attendance at all BGRSC meetings and record the proceedings of the meeting thereat.
- 5.5 Minutes of each meeting shall be kept as part of the statutory record of the Company upon adoption by the BGRSC.
- 5.6 A resolution in writing signed and approved by all the BGRSC members who may at the time be present in Malaysia and who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the BGRSC duly called and constituted. All such resolutions shall be forwarded or otherwise delivered to the Secretaries of the BGRSC without delay and shall be recorded by them in the Company's Minute Book. Any such resolution may consist of several documents in like form each signed by one or more BGRSC members.

- 5.7 A meeting of the BGRSC may be held by means of telephone, video conference or telephone conference or other telecommunication facilities, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote. The Managing Director and/or other appropriate officer may be invited to attend where their presence is considered appropriate as determined by the BGRSC Chairman.
- 5.8 The internal and/or external auditors have the right to appear and be heard at any meeting of the BGRSC and are recommended to attend each BGRSC meeting.
- 5.9 Upon the request of the auditor(s), the BGRSC Chairman shall also convene a meeting of the BGRSC to consider any matter the auditor(s) believes should be brought to the attention of the Board or the shareholders.
- 5.10 The BGRSC can choose to meet with external auditors without the presence of the executive board members and management whenever deemed necessary.

POSITION DESCRIPTIONS

6.0 CHAIRMAN OF THE BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

- 6.1 The following are the main duties and responsibilities of the Chairman of the BGRSC:
- 6.1.1 Assists the BGRSC fulfil the goals it sets by assigning specific tasks to members of the BGRSC and identifies guidelines for the conduct of the members and ensures that each member is making a significant contribution;
 - 6.1.2 Engages with the Secretary(ies) of the BGRSC on matters related to its Terms of Reference and its responsibilities under the rules and regulations to which it is subject to and how those responsibilities should be discharged;
 - 6.1.3 Provides a reasonable time for discussion at the meeting. Organises and presents the agenda for regular or special BGRSC meetings based on input from members and ensures that all relevant issues are on the agenda. In addition, the Chairman should encourage debate on the issue before the BGRSC;
 - 6.1.4 Provides leadership to the BGRSC and ensures proper flow of information to the BGRSC, reviewing the adequacy and timing of documentation;

- 6.1.5 Ensures that members look beyond their BGRSC functions and accept their full share of responsibilities in ensuring good corporate governance in support of Management's proposals;
- 6.1.6 Manages the processes and workings of the GBGRSC and ensures that the BGRSC discharges its responsibilities in accordance with the Terms of Reference. Appropriate procedures may involve the BGRSC meeting on a regular basis without the presence of the Management;
- 6.1.7 Ensures that every BGRSC resolution is put to a vote to ensure that it is the will of the majority that prevails; and
- 6.1.8 Notifies the Chairman of the Board if there is a whistleblowing received that impacts a Director or Top Management as he/she deems appropriate.

7.0 BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE MEMBERS

7.1 Each BGRSC member is expected to:

- 7.1.1 Provide individual external independent opinions to the fact-finding, analysis and decision-making process of the BGRSC, based on his/her experience and knowledge;
- 7.1.2 Consider viewpoints from the other BGRSC members; make decisions and recommendation for the best interests of the Board collectively; and
- 7.1.3 Keep abreast of the latest risk, integrity, governance and compliance guidelines.

8.0 REVISION OF THE TERMS OF REFERENCE OF THE BOARD GOVERNANCE, RISK & SUSTAINABILITY COMMITTEE

- 8.1 Any revision or amendment to the Terms of Reference, as proposed by the BGRSC or any third party, shall first be presented to the Board for its approval.
- 8.2 Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and it shall be considered duly revised or amended.
- 8.3 The Terms of Reference shall also be reviewed and updated when there are changes to the direction or strategies of the PMB and its Group that may affect the BGRSC's role as a whole.