



**MMS VENTURES BERHAD**  
(Company No. 647125 - P)  
(Incorporated in Malaysia)

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

### **1.0 Composition**

- 1.1 Members and Chairman of the Committee shall be appointed by the Board and shall be made up of at least three (3) members.
- 1.2 The Chairman of the Committee must be an Independent Non-Executive Director of the Group.
- 1.3 The Company Secretary or nominee shall act as the secretary of the Committee.
- 1.4 Other persons may be invited to attend from time to time together with other executive responsible for sustainability matters including environmental performance, health and safety and security affairs of the Group as appropriate.
- 1.5 In the absence of the Committee Chairman, the remaining members present shall elect among themselves one person to chair the meeting.

### **2.0 Meetings**

#### 2.1 Frequency

The Committee shall meet at least once a year and at such other times as it deems necessary to fulfil its responsibilities.

#### 2.2 Quorum

A quorum necessary for the transaction of business shall be two (2) members of the Committee. 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.

#### 2.3 Notice and Minutes of Meetings

- Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.
- The Committee shall cause minutes to be entered in the books provided for purpose of recording all resolutions and proceedings of meetings of the Committee.
- Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

### **3.0 Duties**

The Committee shall:

- 3.1 Assist the Board of MMS Ventures Berhad in its oversight responsibilities in relation to the Group's sustainability initiatives and performance.
- 3.2 Review and make recommendations to the Board on, the Group's policies and performance in relation to the marketplace, environment and social. The Committee is authorized:
  - to seek any information it requires in order to perform its duties from any employees of the Group; and
  - to obtain, at the Company's expense, any other professional advice and services as it considers necessary to carry out its duties.
- 3.3 Review the adequacy and effectiveness of risk management within the Group.
- 3.4 Provide oversight and input to the Management to ensure that the Group's strategies, goals and principles pertaining to sustainability matters are aligned with the Group's commitment.
- 3.5 Review issues relating to sustainability arising from independent reports provided by the appointed professional firms.
- 3.6 Consider and recommend to the Board any relevant emerging sustainability issues.

### **4.0 Other Matters**

The Committee shall:

- 4.1 Undertake such other functions as may be determined by the Board from time to time.
- 4.2 Ensure proper processes and procedures are in place to comply with all relevant laws, regulations and rules which could have a significant impact on the implementation of the Group's sustainability.
- 4.3 Recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval.

(Terms of Reference updated at Board of Directors Meeting held on 25 February 2019)