



PANTECH GROUP HOLDINGS BERHAD

Registration No. 200601013856 (733607-W)

SUSTAINABILITY MANAGEMENT COMMITTEE COMPOSITION AND TERMS OF REFERENCE

[Updated on 13 June 2023]

COMPOSITION

The Sustainability Management Committee shall be appointed by the Board of Directors of PANTECH GROUP HOLDINGS BERHAD (“PANTECH”) and shall composed of not fewer than 3 members of whom all must be directors of PANTECH.

The members of the Sustainability Management Committee shall elect a Chairman from among themselves subjected to the Chairman must be an Executive Director of PANTECH. The appointment of the Committee member shall be automatically terminated if the member ceases to be a Director of PANTECH for any reason whatsoever or as determined by the Board.

TERMS OF REFERENCE

OBJECTIVE

The Sustainability Management Committee supports the Board in overseeing PANTECH Group’s Sustainability strategies, policies and practices, with a focus on economic, environmental, social and governance factors. Successful integration of both business and Sustainability priorities as well as effective management of Sustainability risks will enhance long-term profitability and resilience, drive innovation and operational efficiency, and contribute positively to the well-being of the planet and society.

AUTHORITY

The Sustainability Management Committee shall perform its duties as set out in its Terms of Reference and report its recommendations to the Board for its consideration and implementation on any sustainability matters.

In carrying out its duties and responsibilities, the Sustainability Management Committee will in principle have access to PANTECH Group’s records, properties and personnel. The Sustainability Management Committee may engage the services of external professional advisors to assist and/ or advise the Committee and the Board on Sustainability matters and/ or to carry out its work, where necessary.

DUTIES AND RESPONSIBILITIES

The following are the main duties and responsibilities of the Sustainability Management Committee collectively. These are not exhaustive and can be augmented if necessary by Board approval:-

- To develop and implement Sustainability Strategy aligned with PANTECH Group’s vision, mission and core values;
- To establish Sustainability policies and guidelines, ensuring compliance with the related regulations, to guide decision-making and promote sustainable practices;

- To establish and lead the Sustainability Taskforce, composed of key management members, to execute Sustainability Strategy and ensure coordination and implementation across the following Environment, Social & Governance (“ESG”) areas:
 - A. Environment
 - 1) Pollution & Resources
 - 2) Climate Change
 - 3) Water Security
 - B. Social
 - 1) Labour Standards
 - 2) Health & Safety
 - 3) Human Rights & Community
 - C. Governance
 - 1) Risk Management
 - 2) Corporate Governance
 - 3) Anti-Corruption
- To review and monitor PANTECH Group’s ESG performance by tracking key indicators, evaluating policy effectiveness, setting targets and monitoring progress;
- To identify areas where improvements are needed and develop corrective actions to address any gaps or issues;
- To update the Board regularly on the Sustainability Strategy and performances against targets;
- To review and make recommendation to the Board for approval on PANTECH Group’s annual Sustainability Statement, which highlights its Sustainability activities and performances, for inclusion in the PANTECH Group’s Annual Report to shareholders;
- To review issues relating to Sustainability arising from the findings from independent audits or matters highlighted by the consultants engaged (if any).

MEETINGS

The Sustainability Management Committee shall meet on a half-yearly basis or at such additional times if deemed necessary. The Chairman has the discretion to call for additional meetings at any time.

The Sustainability Management Committee Meetings shall be chaired by the Chairman of the Committee. In the absence of the Chairman of the Sustainability Management Committee, the members present shall elect from among themselves, a chairman for the Meeting. The quorum for each meeting shall be two (2) members. All recommendations and findings of the Sustainability Management Committee deliberated in the meeting shall be submitted to the Board of Directors for approval.

Other Directors, key executives and employees may be invited to attend where their presence is considered appropriate as determined by the Sustainability Management Committee Chairman.