

TERMS OF REFERENCE OF SUSTAINABILITY COMMITTEE

REFERENCE NO.: SCG/GS05

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1. INTRODUCTION

- 1.1 The Sustainability Committee (“**SC**” or the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Sunway Construction Group Berhad (the “**Company**”).

2. PURPOSE

- 2.1 The SC is established to assist the Board in fulfilling its responsibilities in overseeing the sustainability strategies, objectives, policies and practices of the Company and its group of Companies (the “**Group**”).
- 2.2 Sustainability areas under the purview of the SC are as follows:
- (a) Mitigation and adaptation to climate change
 - (b) Sustainability and climate change risks and opportunities
 - (c) Resource use and efficiency
 - (d) Waste management
 - (e) Biodiversity protection
 - (f) Safety and health
 - (g) Fair employment and labour practices
 - (h) Capacity building, diversity and inclusiveness
 - (i) Product stewardship and quality management
 - (j) Sustainable procurement practices
 - (k) Governance and ethics
 - (l) Community engagement and development
 - (m) Organisational innovation

- (n) Other areas deemed material from time to time

3. DUTIES AND RESPONSIBILITIES

3.1 The SC shall carry out the duties below:

- (a) Assist the Board in overseeing matters pertaining to sustainability and climate change.
- (b) Reports to the Board on the Group's sustainability agenda, climate change risk management, strategic direction and key initiatives on sustainable development.
- (c) Oversee the Group's sustainability strategy, consider and approve proposals from Sustainability Working Team and recommend its adoption to the Board.
- (d) Monitor the adequacy of resources allocated in achieving compliance with strategies, targets, policies and roadmap pertaining to the Group's sustainability agenda.
- (e) Monitor and review the Group's key environmental, social and governance ("ESG") key performance indicators that are criteria for yearly appraisal and remuneration of the management.
- (f) Oversee the processes, standards and strategic directions designed to manage ESG risks, as well as identifying potential opportunities to enhance the Group's ESG adoption and adaptation.
- (g) Consider and recommend to the Board on the Group's position pertaining to emerging sustainability issues.
- (h) Consider any other matters relevant to sustainability or ESG matters that are referred to it by the Board.

4. COMPOSITION

- 4.1 The SC shall have at least three (3) members including a minimum of two (2) Independent Non-Executive Directors and one (1) senior management officer. The senior management officer appointed to the SC shall serve as the liaison between the SC and the operational leadership.
- 4.2 The members of the SC, including senior management officer, shall be appointed by the Board.
- 4.3 All members of the SC, including the Chairman, shall hold office during their tenure as Directors or senior management officers.
- 4.4 The Secretary of the SC shall be any persons as the Committee may appoint.

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5. CHAIRMAN

- 5.1 The Chairman of the SC shall be elected from the members of the Committee. The Chairman must be an Independent Non-Executive Director.

6. QUORUM

- 6.1 Two (2) members shall form a quorum for SC meetings.

7. MEETINGS

- 7.1 The SC shall meet at least twice a year and at any other times as may be necessary.
- 7.2 The meetings may be attended by representatives and any other invited persons as determined by the Chairman.
- 7.3 The Minutes of each meeting shall be tabled to the Board for notation.

8. REPORTING

- 8.1 The SC Chairman shall report to the Board on the Group's sustainability strategies, objectives, policies and practices.
- 8.2 The SC shall make whatever recommendations to the Board it considers appropriate on any area within its remit where action or improvement is necessary.

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9. OTHER MATTERS

- 9.1 The SC shall undertake such other functions as may be determined by the Board from time to time.
- 9.2 The SC may delegate any action in support of its functions to a competent person, providing the terms of delegation are documented in the SC's records.
- 9.3 The SC shall make amendments to the terms of reference in such manner as the SC shall decide with approval of the Board. The terms of reference shall be assessed, reviewed and updated where necessary, i.e., when there are changes to the Malaysian Code of Corporate Governance, Bursa Malaysia Listing Requirements or any other regulatory requirements. The terms of reference shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the SC's role.

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