



**TASHIN HOLDINGS BERHAD SUSTAINABILITY COMMITTEE  
TERMS OF REFERENCE**

**(Adopted on 15 December 2023)**

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## 1. OBJECTIVE

The Sustainability Committee (“**SC**” or “**Committee**”) is established as a Committee of the Tashin Holdings Berhad (“**Tashin**” or “**Company**”) Board of Directors (“**Board**”) to assist the Board in fulfilling its oversight responsibilities in relation to the Company’s sustainability strategy and initiatives covering economic, environmental, social and governance (“**EESG**”) aspects as well as embedding sustainability practices into the businesses. The SC’s objectives are as follows:

- 1.1 Oversee the implementation of the sustainability policy, framework and commitments in identifying and managing the EESG adoption across the Company’s business operations;
- 1.2 Oversee the formulation and implementation of initiatives and programmes to address and support the Company’s sustainability journey;
- 1.3 Evaluate and advise the Board on significant strategic activities and policies regarding sustainability practices and initiatives, as well as establishing goals and strategy;
- 1.4 Assist the Board in fulfilling its oversight responsibilities in relation to the company’s sustainability strategy and initiatives comprising EESG aspects;
- 1.5 Ensuring adequate and effective systems and resources allocated towards complying with the necessary guidelines and regulations pertaining to the Company’s obligations on sustainability.

## 2. COMPOSITION AND APPOINTMENT

- 2.1 The Committee shall be appointed by the Board from amongst its members, and consist of not less than two (2) members. At least one (1) of its members is Non-Executive Director, a majority of whom are independent.
- 2.2 The Chairman of the Committee shall be elected from amongst its members who is an Independent Director approved by the Board of the Company.
- 2.3 The Chairman of the Committee shall report to the Board on any matter that should be brought to the Board’s attention and provide recommendations of the Committee that require the Board’s approval at the Board meeting.

### 3. DUTIES AND RESPONSIBILITIES

3.1 The duties and responsibilities of the SC shall include the following:

- (a) to formulate the sustainability strategies, priorities, targets and policies;
- (b) to provide oversight on the implementation of sustainability strategy and related matters;
- (c) to establish Sustainability Working Group to ensure smooth coordination and implementation of the sustainability strategy within the EESG pillars.
- (d) to advise the Board on ESG trends, developments and updates as well as on ESG risks along with recommended mitigation measures. This includes progressively integrating ESG risk into the existing risk management framework and risk register;
- (e) to ensure that adequate resources and systems are in place for sustainability management and ensure that the identified risks are managed in effective and efficient manner;
- (f) to drive engagement on sustainability amongst senior management of the Company, as well as mobilising the support of the workforce through adoption of a mindset in favour of sustainability.
- (g) to review the implementation of the Company's sustainability strategy in regard to stakeholder management, materiality assessment, policy establishment, setting sustainability key performance indicators and targets and assessing the measurement of the set targets; and
- (h) to review the Company's progress on sustainability on a bi-annual basis and ensure that efforts are aligned to the Company's long-term business strategies.

### 4. MEETINGS

4.1 The Committee shall meet at least twice a year. Additional meetings may be called as and when deemed necessary at the Committee Chairman's discretion.

4.2 The quorum for a meeting shall be two (2) members.

- 4.3 If the Chairman of the Committee is not present within 15 minutes after the time appointed for holding the meeting, the members of the Committee present may elect one of their number to act as Chairman of said meeting.
- 4.4 The Secretary of the Committee shall be the Company Secretary or such other person as may be nominated by the Committee from time to time.
- 4.5 The Committee's meetings may be conducted via telephone conferencing, video conferencing or other telecommunication facilities, which allows all members participating in the meetings. A member so participate shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.
- 4.6 No business shall be transacted at any meeting of the Committee unless a quorum is present.
- 4.7 The Chairman of the Committee will report and update the Board of the Company on significant issues and concerns discussed in the meetings. All recommendations and findings of the Committee are recommended to the Board of the Company for approval.
- 4.8 The Committee shall have full discretion to invite any director or officer of the Company to attend any particular meeting of the Committee.
- 4.9 A resolution shall be considered passed by a simple majority of vote, each member shall have one (1) vote. In case of equality of votes, the Chairman shall have a second or casting vote.
- 4.10 The Committee's member is required to abstain from deliberations and voting in respect of any matter, which may give rise to an actual or perceived conflict of interest situation.
- 4.11 Minutes of the Committee shall be confirmed and signed by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.
- 4.12 A resolution in writing signed or approved by a majority of the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more members. Any such documents may be accepted as sufficiently signed by a member if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the member.

**5. AUTHORITY**

- 5.1 The Committee may obtain external or other independent professional advice and invite outsiders with relevant expertise to attend its meetings as it considers necessary to carry out its duties and tasks under these terms of reference.
- 5.2 The Committee shall report its recommendations to the Board of the Company for its consideration and implementation.

**6. REVIEW OF THE TERMS OF REFERENCE**

- 6.1 The terms of reference shall be reviewed from time to time when necessary and recommend the revised terms of reference to the Board of the Company for approval.