

WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF SUSTAINABILITY COMMITTEE

1. PRIMARY PURPOSES

The primary objective of the Sustainability Committee (“**SC**”) is to assist the Board of Directors (“**Board**”) of Wellcall Holdings Berhad (“**the Company**”) in fulfilling its responsibilities in relation to the following to ensure that the initiatives undertaken by the Company and its subsidiaries (“**the Group**”) pertaining to sustainability are aligned with, promote and encourage the Group’s commitment towards sustainability:-

1.1 Sustainability

Operational oversight and monitoring the implementation of sustainability-related policies, measures and actions in achieving the Company’s sustainability milestones and goals.

1.2 Sustainability Disclosures

Overseeing the preparation of the sustainability disclosures as required by laws and/or rules and recommending it for the Board’s approval.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of SC are as follows:-

2.1 Sustainability

- a) Advising the Board and recommending to it, the business strategies in the area of Sustainability including but not limited to Environmental, Social and Governance (“**ESG**”);
- b) Monitoring the implementation of sustainability strategies as approved by the Board;
- c) Recommending to the Board sustainability-related policies for adoption, and monitoring the implementation of the policies;
- d) Reviewing issues relating to sustainability arising from independent audits and assurance reports, if any, and any matters pertaining to sustainability highlighted by regulators or relevant consultants;
- e) Recommending to the Board for its approval sustainability matters identified as material;
- f) Operational oversight of implementation of sustainability matters, with particular focus on matters material to the Group; and
- g) Receiving half yearly update from the Management on the progress towards achieving the Group’s sustainability targets.

2.2 Sustainability Disclosures

- a) Overseeing the preparation of the sustainability disclosures as required by laws and/or rules and recommending it for the Board’s approval; and

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- b) Reviewing and recommending to the Board for approval the Sustainability Report for Annual Report to ensure that the Group's sustainability initiatives and outcomes are effectively communicated to investors and other stakeholders and ensure compliance with Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and the applicable code of corporate governance in force at the material time.

3. POWERS AND AUTHORITIES

As SC that has been entrusted by the Board with the task of monitoring the implementation of sustainability-related policies and measures and action in achieving the Company's sustainability milestones and goals, the SC is vested with the following authorities:-

- a) Has explicit authority to carry out activity within its terms of reference. All employees shall be directed to co-operate as requested by members of SC;
- b) Has the adequate resources which it needs to perform its duties;
- c) Has full access and unrestricted access to any information and documents/resources within the Group which it requires in the course of performing its duties;
- d) Has direct communication channels with the Management of the Company in respect of the sustainability matters of the Group, as the case may be, to obtain information and feedback in performing its duties;
- e) To obtain or engage the services and/or advice of the external professional and to secure the attendance of outsiders with relevant experience and expertise, if necessary, at the expense of the Group in carrying out its duties;
- f) Can seek information directly from the Group's employees or external party, including the Group's auditors and other professional advisers; and
- g) In discharging the above responsibilities, they can establish the Management Working Group, if so required to be responsible for the strategic management of the Company's material sustainability matters, so that the Group will be able to achieve its goals.

4. COMPOSITION

- a) The Board shall appoint the SC members, comprising not fewer than three (3) members, comprises senior management of the Company.
- b) The appointment of a SC member shall automatically be terminated if the member ceases to be the senior management of the Group for any reasons whatsoever or as determined by the Board.
- c) The members of SC shall elect a Chairman from amongst their number.
- d) In the absence of the Chairman of SC, the other members of SC shall amongst themselves elect a Chairman to chair the meeting.

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- e) The Chairman of SC shall report to the Board on any matter(s) that should be brought to the Board's attention and provide recommendations of SC that require the Board's approval at the Board meeting.

5. RETIREMENT AND RESIGNATION

If any member of SC retires, re-designates, resigns, dies, or for any reasons ceases to be a member or Chairman resulting in non-compliance with Clauses 4(a) above, the Board and the members of SC shall within three (3) months of the event, appoint/elect such new member(s) or Chairman as may be required to fill the vacancy.

6. SECRETARY

- a) The Secretary of SC shall be appointed among the members of SC or such other person as SC shall decide from time to time.
- b) The Secretary of SC shall be responsible, in conjunction with the Chairman of SC, for drawing up the agenda and in performing work pertaining to the summoning of the meeting, delivery of supporting documents for the meeting and keeping of minutes.

7. MINUTES

- a) The SC meeting proceedings shall be recorded by the Secretary and circulated prior to the next meeting along with items for agenda.
- b) The Chairman of SC shall report to the Board after each meeting.
- c) A copy of minutes of meeting to be circulated to the Audit Committee, the Risk Management Committee and the Board which keep them adequately informed of SC's activities.

8. MEETINGS

- a) The SC shall meet at least two (2) times in each financial year. The quorum for a meeting shall be at least two (2) members of SC.
- b) The Chairman of SC may from time to time to call for a meeting as and when required with reasonable notice as the SC members deem fit (preferably 5 business days' notice with agenda of matters to be discussed) unless the SC waives such requirement.
- c) The SC may invite any non-member and external professionals who SC thinks fit and proper to attend its meeting to assist in its deliberations and resolutions of matters raised.
- d) The SC may participate in a meeting of the Committee by means of conference telephone, conference videophone or any similar or other communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting;

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- e) Questions arising at any meeting of SC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of SC shall have a second or casting vote.
- f) A resolution in writing signed or approved by facsimile, letter, telegram, telex or telefax or other written electronic communications by a majority of the members of SC and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as "Committee Members' Resolution(s) in Writing" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee Members.

9. CONFIDENTIALITY

The members of SC shall have an obligation to treat all information discussed in the meeting (including but not limited to, matters relating to the affairs of the Group) in a confidential manner.

10. REVIEW OF THE TERMS OF REFERENCE

The Board shall review and assess the relevance of the Terms of Reference of SC from time to time or when changes to business environment or regulatory requirements necessitate a revision.

11. REVISION OF TERMS OF REFERENCE

The provisions of this Terms of Reference can be amended and supplemented from time to time by a resolution of the Board.

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