

Terms of Reference of TMK Chemical Bhd



Title : Anti-Corruption Oversight Committee
Policy Number : 204-01
Effective Date : 22 March 2024
Approved by : Board of Directors

ANTI-CORRUPTION OVERSIGHT COMMITTEE

1.1 Introduction

1.1.1 Definitions:

- (i) Reference to the “**Committee**” shall mean the Anti-Corruption Oversight Committee;
- (ii) Reference to the “**Board**” shall mean the Board of Directors of TMK Chemical Bhd (the “**Company**”); and
- (iii) Reference to the “**Group**” shall mean the Company and its subsidiaries.

1.1.2 In keeping with the principles of good corporate governance, the Board has established the Committee and adopted the terms of reference below for the Committee.

1.2 Composition

The Committee shall comprise of five (5) members, including the Managing Director (“**MD**”), Executive Director (“**ED**”) and personnel appointed by MD and ED.

1.3 Chairman

The Chairman of the Committee shall be elected from amongst the Committee members and approved by the Board. In the event, the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as Chairman for the meeting.

1.4 Secretary of the Committee

The Secretary of the Committee shall be appointed by the Chairman. The Secretary of the Committee shall manage all meeting related matters including minutes of meetings, notices, etc.

1.5 Quorum

The quorum for the meeting shall be a minimum of three (3) 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.

1.6 Meetings

- 1.6.1 The Committee shall meet at least once a year and otherwise as required. For the Committee's meetings (except in the case of an emergency), a notice of meeting shall be given in writing to all the members of the Committee.
- 1.6.2 The Committee may invite any person to be in attendance at any particular Committee meeting to assist it in its deliberation.
- 1.6.3 The decision of the Committee shall be by a majority of votes and the determination by a majority of members present at the meeting, shall for all purposes be deemed a determination of the Committee. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

1.7 Minutes and Proceedings

- 1.7.1 Every meeting of the Committee must be minuted either by the Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.
- 1.7.2 The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.
- 1.7.3 The minutes of proceedings of the Committee shall be maintained and kept by the Secretary, and shall be made available to all members, as necessary.

1.8 Authority

The Committee is granted the authority to:-

- 1.8.1 obtain, at the Group's expense, external legal or other professional advice on any matter within its terms of reference;
 - 1.8.2 appoint designated functions within the Group and form Working Groups to assist it in discharging certain duties, and determine the remit of these functions or Working Groups;
 - 1.8.3 have the resources whichever required to perform its duties within its term of reference;
 - 1.8.4 have direct communication channels with external parties and employees of the Group in carrying out its duties; and
 - 1.8.5 investigate any matter within its terms of reference.
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1.9 Key Functions and Responsibilities

The key functions and responsibilities of the Committee are as follows: -

- 1.9.1 To be primarily responsible for implementing and enforcing the adopted Anti-Bribery & Corruption Framework (including all policies & procedures, compliance programme and guidelines ("**ABMS**");
 - 1.9.2 To monitor related information reported through the Company's whistle-blowing systems and other communications mechanisms and, where necessary, make policy and systems enhancement recommendations to the Board;
 - 1.9.3 To assess and monitor bribery and corruption risks in the territories in which the Group operates and plans to operate in the future and ensure the implementation of appropriate controls to mitigate any corruption risk arising;
 - 1.9.4 Ensure compliance with laws and regulations against bribery and corruption within all its business units;
 - 1.9.5 On-going review of the ABMS to ensure it remains relevant and appropriate to its businesses. All policy, procedure and guideline changes shall be reviewed by the Audit & Risk Committee ("**ARC**") and proposed to the Board for approval and adoption, unless delegated by the Board / ARC;
 - 1.9.6 On-going review and assessment of the adequacy and effectiveness of ABMS;
 - 1.9.7 Manage all necessary doubts, queries and concerns by stakeholders in relation to the ABMS;
 - 1.9.8 Address the results of the Internal Audit's periodic assessment on the ABMS implementation, which would be reported to the Board / ARC;
 - 1.9.9 Cultivate / educate Anti-Corruption & Anti-Money Laundering matters within the Group;
 - 1.9.10 Advise and guide employees in the execution of relevant anti- corruption processes and controls;
 - 1.9.11 Ensure appropriate information and communication on anti-corruption matters are made to the relevant stakeholders; and
 - 1.9.12 To consider other topics as considered necessary by any member of the Committee.
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