

CAHYA MATA SARAWAK BERHAD
[Registration No: 197401003655 (21076-T)]
(Incorporated in Malaysia)

DIGITAL TRANSFORMATION COMMITTEE
TERMS OF REFERENCE

The authority for the formation of this Digital Transformation Committee shall be the resolution passed on 15 May 2019 by the Board of Directors at its 236th Board meeting and the Constitution of Cahya Mata Sarawak Berhad (“CMS” or “the Company”). The new Terms of Reference is adopted on 24 November 2021 as follows:

1. Composition

- 1.1 The Committee shall be appointed by the Board of Directors amongst its member of no fewer than three (3) members, shall comprise as defined below:
 - 1.1.1 is not an executive director of the Company or its related corporation; or
 - 1.1.2 has not been within the last 3 years and is not an officer (except as an independent director) of the Company or its related corporation.
- 1.2 The members of the Committee shall elect from among their number a Chairman.
- 1.3 Where the Members for any reason are reduced to less than three (3), the Board shall within six (6) months of the event, appoint such number of new Members as may be required to make up the minimum number of three (3) Members.
- 1.4 All Members shall hold office only for so long as they serve as Directors of the Company.
- 1.5 Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary and may continue to serve as Directors of the Company.
- 1.6 The Secretary of the Committee shall be the Group Company Secretary.

2. Meeting and Minutes

- 2.1 The Committee shall meet as and when required upon request by the Members, provided that the Committee shall meet at least quarterly.
- 2.2 The Chairman of the Committee, or the Secretary on the requisition of the Members, shall at any time summon a meeting of the Members by giving five (5) days’ notice.
- 2.3 The Group Chairman, Group Managing Director and Chief Information Officer shall always be invited to attend meetings of the Committee.

- 2.4 No business shall be transacted at any meeting of the Committee unless a quorum is present. Each meeting shall have a minimum quorum of two (2) Members of the Committee (one of whom must be independent). In the absence of the Chairman, the members present shall elect one of their number to chair the meeting.
- 2.5 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. The meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and as such other time and place as the Members may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved. In the event the meeting is dissolved due to insufficient quorum and/or a disagreement arises between the Members of the Committee which is not resolved, such matter(s) shall be tabled to the Board for deliberation and/or decision.
- 2.6 Attendance at a meeting may be by being present in person or by participating in the meeting by means of video or teleconference.
- 2.7 In the event of equality of votes, the Chairman shall have a casting vote (except where 2 directors form the quorum).
- 2.8 The Committee may at their discretion and as the need arises, invite one or more persons of relevant expertise to attend the meeting.
- 2.9 Draft minutes of each meeting shall be distributed to each Member of the Committee within one (1) week of the meeting.
- 2.10 Minutes of each meeting shall be kept at the registered office of the Company under the custodian of the Company Secretary. The Minutes shall be open for the inspection of the Board, external auditor, internal auditor, management and other persons deemed appropriate (subject to prior consent of the Chairman of the Committee) by the Company Secretary.
- 2.11 The Chairman shall provide to the Board a summary of the proceedings, signed by the Chairman of the Committee, after each meeting.
- 2.12 The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.
- 2.13 All recommendations and findings of the Committee shall be submitted to the Board for approval. Upon such approval, the Secretary shall distribute to each Member a copy of the said approval.

3. Duties

- 3.1 The Committee was established with the primary responsibility of ensuring the effective functioning of the digital transformation program for the CMS Group. The Committee meets at least once every quarter and as and when required to review specific matters.

The duties of the Committee are:

- 3.1.1 To monitor the implementation of the Group's Digital Transformation program to ensure that it stays within the scope, cost and schedule as approved by the Board.
- 3.1.2 To ensure that the implementation of the Digital Transformation program complies with all laws and regulations and all internal CMS guidelines including Limits of Authority, Procurement Procedures, Risks and Corporate Governance and that the best interest of CMS is protected at all times.
- 3.1.3 To meet at least once a quarter or as and when required and to submit a quarterly report to the Board on the status of progress, issues and specific approvals, that may be required from the Board on the Digital Transformation program.
- 3.1.4 To carry out any other request by the Board in relation to the Digital Transformation program.

4. Other Responsibilities

- 4.1 Assess, review, update and recommend any changes to its terms of reference to the Board of Directors for approval pursuant to changes to the relevant regulatory requirements or when there are changes to the direction and/or strategies of the Company that may affect the Committee's role.

5. Powers of the Committee

- 5.1 The Committee, in accordance with a procedure determined by the Board of Directors and at the cost of the Company, shall:
 - 5.1.1 have authority to investigate any matter within its terms of reference;
 - 5.1.2 have the resources which are required to perform its duties;
 - 5.1.3 have full and unrestricted access to any information records, properties and personnel pertaining to the CMS Group; and
 - 5.1.4 be able to obtain independent professional or other advice.

Revised TOR approved by the Board on 24 November 2021.

TOR approvals:-

Revised 236th BOD 15 May 2019

Revised 268th BOD 24 November 2021