

# LANDMARKS

**LANDMARKS BERHAD**  
198901007900(185202-H)

## **ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE CHARTER**

### **1. Formation**

To implement Landmarks Berhad's (the "Company") social responsibility, integrate with government and international trends, and actively respond to stakeholders' various risk-oriented assessments and countermeasures for environment, society, and governance ("ESG") to achieve the goal of sustainable management, the Company adopts this Environment, Society and Governance Committee Charter (the "Charter") pursuant to "Corporate Social Responsibility Best Practice Principles" and "Corporate Governance Best Practice Principles" to set up the Environmental Social and Governance Steering Committee ("Committee").

### **2. Powers**

Subject as provided by law and regulation or the Constitution, matters relating to the authority and powers of the Committee shall be governed by this Charter. Sustainable management in accordance with ESG requirements, the scope of and authority of the Committee includes the following:

### **3. Composition**

- 3.1 The members of the Committee shall be appointed by the Board of Directors. The Committee shall not be fewer than three (3) members and shall be composed of senior managers and directors of the Company. Preferably, an independent director shall participate in supervision and shall take the chair when in attendance. A Vice- Chairman maybe appointed.
- 3.2 The term of a Committee member is at the absolute discretion of the Board of Directors. When a member is removed by the Board, resulting in a membership of less than three (3), the Board of Directors shall appoint a new member.

### **4. Authority of the Committee Members**

In order to assist the Board of Directors to continuously promote corporate social responsibility and improve corporate governance for the purpose of practicing sustainable management in accordance with ESG requirements, the authority of the Committee includes the following:

- 4.1 To formulate corporate social responsibility, sustainable development direction and KPI goals, and formulate relevant management policies and specific promotion plans relating to ESG;

- 4.2 To promote and implement the Company's integrity management and risk management and other related work;
- 4.3 To monitor, review, and revise the implementation and effectiveness of the Company's sustainable policies, ESG performance and their development to maintain its best ESG Risk Rating;
- 4.4 To be in charge of and take care of the sustainability reporting or statement required from the Company; and
- 4.5 To take actions that minimize impacts on the environment and champion environmentally responsible business practices, including waste reduction, recycling and using the most environmentally-friendly materials.
- 4.6 For continuous improvement of the business operations to develop and deliver value-added products and services that minimizes environmental impact by making necessary recommendations through business analysis.
- 4.7 The Committee must seek at all times take into consideration impact of the business operations on the sound natural habitats, wild life, nature and communities in which we live and operate in.
- 4.8 Such other matters to be performed by the Committee as directed by the Board of Directors.

## **5. Convening and Meeting Notice**

- 5.1 The Committee shall convene at least two (2) times a year.
- 5.2 In calling a Committee meeting, a notice setting out the agenda for the meeting shall be given to the Committee members at least seven (7) days in advance of the meeting. In an emergency, the meeting may be called on shorter notice.
- 5.3 The Company's Board member shall be appointed to chair meetings or otherwise by majority vote of members. The Chair shall have a casting vote.
- 5.4 The Committee may invite any staff of Company's departments, internal auditors, accountants, legal consultants or other staff of the Company to attend the meeting to produce related information as required, provided such invitees shall leave upon any discussion or voting being conducted.
- 5.5 A scorecard system that complies with standard ESG Rating reporting that is compliant with the relevant laws and regulations must be set up to enable the Committee, Senior Leadership Council and Board of Directors to monitor ESG Performance of each department.
- 5.6 The Committee will develop and champion common goals, Vision and Mission of Landmarks Bhd that infuses our ESG principles and provide guidance to Landmarks employees in the conduct of daily business practices through its Corporate Culture.

## **6. Attendance and Resolution**

- 6.1 The Committee's meeting agenda shall be provided to members of the Committee in advance. Committee members shall attend meetings in person.
- 6.2 If a Committee member is unable to attend a meeting physically, the member may apply to attend by virtual means using any form of telecommunication available that permits participation in the meeting's discussions.
- 6.3 Except as otherwise provided by law and regulation or by the Company's Constitution and bylaws, a resolution of the Committee shall be passed by approval of a majority of the members present at the meeting attended by a minimum of two-thirds (2/3) of Committee members.

## **7. Interested Party**

If any member is an interested party of an agenda item, the member shall declare the conflict of interest and relationship at the meeting. When the conflict is likely to prejudice the interests of the Company, the member may not participate in discussion or cast any vote on that agenda item.

## **8. Meeting Minutes**

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

- 8.1 Session, time, and place of the meeting
- 8.2 Chairman's name
- 8.3 Attendance of members, including names and numbers of members who are present at the meeting
- 8.4 Names and titles of invitees at the meeting
- 8.5 Name of minutes taker
- 8.6 Matters proposed, reported, discussed and the decision on resolutions
- 8.7 Other matters that are required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a virtual meeting convened, are an integral part of the minutes of the proceedings. Minutes of the proceedings must be signed by the chairman and the minute taker of the meeting, and copies shall be distributed to all Committee members so soon after the meeting. The minutes shall also be submitted to the Board. Preparation and distribution of the minutes of the proceedings may be done electronically.

## **9. External Professional Services**

The Committee at the cost of the Company may resolve when it is required to retain the service of an ESG expert or professional, attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 4.

The external professional services will be committed to:

- 9.1 Improving our ESG strategy, including key performance metrics.
- 9.2 Adopting new guidelines and best practices where applicable such as audits and compliance.
- 9.3 Evaluating external sustainability scorecard and reporting frameworks to determine how best to drive long-term stakeholder value.
- 9.4 Reporting our progress.

## **10. Delegation of powers by the Committee**

The execution of tasks relating to resolutions adopted by the Committee may be delegated to Committee members or a designated staff of the Company for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

## **11. Commitment and Feedback**

- 11.1 We will continue to strengthen our commitment to ESG, making it an even more integral part of our operating culture for years to come.
- 11.2 We will make available avenues for receiving feedback from our stakeholders and partners regarding our ESG initiatives.

## **12. Validity**

The Charter including any amendments will be implemented after adoption by resolution of the Board of Directors.

The Charter was enacted on 17 November 2021.