

Asia Media Group Berhad

Registration No. 200801011849 [813137-V]

TERMS OF REFERENCE OF THE CORPORATE GOVERNANCE COMMITTEE

Objective

To monitor the overall issue of fraud, corruption, malpractice, breach of fiduciary duties, criminal offences and any other unethical action which may be detrimental to the Company by formulating a strong governance and management for the Company.

1. Composition

- a. The Corporate Governance Committee (“the Committee”) shall be appointed amongst the Board and shall consist of not less than three members. Majority of the Committee members must be an independent non-executive directors. No alternate director shall be appointed as a member of the Committee.
- b. The members of the Committee shall elect a Chairman from amongst their number who is an independent non-executive director. In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent director.
- c. If the number of members of the Committee is reduced to below three for reasons of resignation, death or otherwise, the Board must appoint such number of new members as may be required to make up the minimum number of three members within one month.

2. Authority

- a. The Committee is granted the authority to investigate any activity with full and unrestricted access to any information of the Company and its subsidiaries, and all employees are directed to co-operate as requested by members of the Committee.
- b. To take necessary enforcement actions against any Board member(s) and/or employee(s) of the Company in the event of any breach of fiduciary duties, misconduct, criminal offences and any other unethical action which may be detrimental to the Company and/or its subsidiary(ies).
- c. The Committee is authorised to obtain outside legal or other independent professional advice at the cost of the Company and to secure the attendance of outsiders with relevant experience and expertise at the meeting of the Committee, if it considers necessary.

3. Responsibility

- a. To report any irregularities and/or misconduct to the Board and/or any other relevant authorities, whichever the Committee deems fit.

4. Functions

The functions of the Committee are summarised as follows:

- a. To advise and recommend to the Board on effective governance of the Company through developing, monitoring and reviewing governance policies and/or procedures to be in line with the recommendation(s) as set out in the Malaysian Code of Corporate Governance 2017 and any other related recommendation that may be recommended by Securities Commission, Bursa Malaysia Securities Berhad or any other authorities or governance bodies from time to time;
- b. To conduct investigation or internal inquiry on any breach of code of conduct, malpractice, breach of fiduciary duties, criminal offences and any other unethical action which may be detrimental to the Company and/or its subsidiary(ies) by Board members and/or employee(s) on any reports received from whistle blower(s) and/or Board members and/or employee(s), thereafter make recommendations to the Board for any action to be taken;
- c. Recommend and/or empower to take necessary enforcement actions (if necessary) against any Board member(s) and/or employee(s) of the Company in the event of any serious breach of fiduciary duties, misconduct, criminal offences and any other unethical action which may be detrimental to the Company and/or its subsidiary(ies); and
- d. to direct and where appropriate supervise any special projects or investigation considered necessary;
- e. to review any other transaction and conflict of interest situation that may arise within the Company including any transactions, procedures or conduct that raise question of management integrity; and
- f. to consider other topics, as defined by the Board.

5. Term of Office

The terms of office and performance of the Committee and each of its members shall be reviewed by the Board of Directors annually to determine whether such Committee and its members carried out their duties in accordance with the Terms of Reference.

6. Meetings

i. Frequency of Meetings

The Committee must meet at least once a year.

ii. Quorum

a. The quorum shall be two (2) members and majority of the members must be independent directors.

b. The quorum of meeting to discuss any matters related to investigation in connection to any breach of fiduciary duties, misconduct, criminal offences and any other matters which the Committee deem that is sensitive and may be detrimental to the Company and/or its subsidiary(ies) shall be attended by all the members of the committee; majority made up of independent director.

iii. The Committee Members shall cause proper minutes to be made out of the proceeding of all meetings of the Committee.

iv. The Secretary of the Company or such persons appointed by the Committee shall be the Secretary of the Committee.

v. Proceedings of Meetings

a. The Notice and agenda for each meeting shall unless otherwise agreed to by the members, be circulated at least seven (7) days before each meeting to the Committee members and all those who require to attend the meeting.

b. The Committee should have a formal schedule of matter specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

c. In the event that a Committee member is being investigated for breach of conduct, the Committee member concerned should abstain from the discussion of his/her own investigation. In addition, the said Committee member shall be suspended, or resign from the Committee and shall be substituted by another independent director, until such time he/she has been cleared of the allegation under investigation.

7. Revision of Terms of Reference

The Terms of Reference shall be reviewed, updated and amended by the Committee as and when required for any relevant new amendments in rules, laws and regulations or changes to the Group policies. Any updates or amendments shall be presented to the Board for approval.