

Terms of Reference of Strategic Direction Committee

1. MEMBERSHIP

- (a) The SunInc Strategic Direction Committee (“SSDC”) shall be appointed by the Board and shall comprise not fewer than four (4) in number.
- (b) The members of the SSDC shall elect a Chairman from among their number.
- (c) In the event of any vacancy in the SSDC resulting in the number of members being reduced to below four (4), the Board shall, within three (3) months fill the vacancy.
- (d) The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the SSDC.

2. ROLES AND FUNCTIONS

The SSDC has the overall responsibility for deciding on appropriate strategic direction for SunInc Group, particularly to manage the Group from a Strategy Driven Perspective, with clear objectives and targets for proactive decision-making.

This is to promote transparency, accountability and set a formal platform for communicating the Group’s strategic direction, in line with enhancing Corporate Governance within the Group.

Its primary roles include the following:-

- (a) To assess and deliberate on all possible local and foreign business ventures proposed by its Business Units, and to decide on viability of business ventures so as to ensure that it is in line with Group strategic objectives.

- (b) To ensure all acquisitions are in line with strategic direction of the Group and would positively enhance shareholders’ value.
- (c) To ensure all divestments decisions are thoroughly deliberated and would positively enhance shareholders’ value.
- (d) To ensure utilisation of all resources within the Group are appropriate to meet strategic objectives of the Group.

3. MEETINGS

- (a) The SSDC shall meet at least quarterly or half yearly in a year. However, additional meetings may be called at any time at the SSDC Chairman’s discretion.
- (b) The quorum for the meeting shall be two (2) members.

4. REPORTING

The Chairman of the SSDC shall report the proceedings of each Committee Meeting to the Board.

5. SECRETARY

The Secretary to the SSDC shall be the Company Secretary.