

RISK MANAGEMENT COMMITTEE

TERMS OF REFERENCE

The RMC is governed by the following Terms of Reference:-

1.0 Authority and General Scope

1.1 The Board has constituted the RMC with the authorities necessary to perform the duties as outlined in these Terms of Reference.

1.2 The RMC is responsible to the Board for:

- (a) Oversight on the establishment and implementation of a risk management framework; and
- (b) Reviewing the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management.

1.3 The RMC is authorized to form a Risk Management Working Committee where the working committee members are made up of head of business units within the Group who play very important roles in assisting the Risk Management members in implementing the risk management plans;

1.4 The RMC in carrying out its task under these Terms of Reference may obtain such external or other independent professional advice subject to the approval of the Board;

1.5 These Terms of Reference may from time to time be amended as required; subject to the approval of the Board.

2.0 Membership

2.1 The RMC shall be appointed by the Board of Directors from amongst their members. The RMC shall consist of not less than 3 members, at least two (2) of whom must be independent Non-Executive Directors. Chairman of the Board must not be in the committee.

2.2 The Chairman of the RMC shall be appointed by the Board. In the absence of the Committee Chairman, the remaining members present shall elect one of their members to chair the meeting.

2.3 The office of a member shall become vacant upon the member's resignation/retirement/removal or disqualification as a Director of the Company, or as determined by the Board.

2.4 The RMC shall have no executive powers.

3.0 **Duties and Responsibilities**

3.1.1. **Risk Management**

- (a) Oversee and recommend risk management policies and procedures of the Company;
- (b) Review and recommend changes as needed to ensure that the Group has in place at all times a Risk Management Policy which addresses the strategic, operational, financial and compliance risks;
- (c) Implement and maintain a sound risk management framework which identifies, assesses, manages and monitors the Group's business risks;
- (d) Conduct meetings as platform for the Management to report to the RMC on matters related to the risks and the mitigating action plan/progress;
- (e) Review the Group and its subsidiaries risk profiles and mitigating action plan/progress;
- (f) Review its duties and responsibilities on an annual basis; and
- (g) Review and report to the Board the effectiveness of the risk management framework on a periodic basis

4.0 **Meetings**

The Company Secretary shall be the Secretary of the Committee.

4.1 **Frequency of meetings and attendance**

4.1.1 Meetings of the RMC will be held as the RMC deems to be appropriate; however, the RMC should meet at least once each year.

4.1.2 A meeting may be called, at any other time, by the Chairman of the RMC or any member of the RMC. Any Director or management may be invited to the meetings.

4.2 **Quorum and voting**

4.2.1 The quorum necessary for meetings of the Committee shall be two (2) members, who must include the Chairman. If the Chairman is unable to be present for a meeting, the members who are present at the meeting can appoint a Chairman among themselves to chair the meeting.

4.2.2 The quorum for decisions of the RMC shall be any two (2) members present and voting on the matter for decision

4.2.3 Notice of Meetings

4.3.1 Meetings of the RMC shall be arranged by the Secretary at the request of the RMC Chairman or any other member of the RMC.

4.3.2 The notice of each meeting confirming the date, time, venue and agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the RMC in advance of each scheduled meeting date. Supporting papers shall be sent to committee members and to other attendees as appropriate at the same time.

4.4 Minutes of Meetings

4.4.1 The Secretary shall minute the proceedings and resolutions of all meetings of the RMC, including the names of those present and in attendance.

4.4.2 Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated to all the members of the RMC. Such minutes signed by the Chairman of the RMC shall be conclusive evidence without any further proof of the facts thereon stated.

5.0 **Reporting Procedures**

5.1 The RMC is authorized to regulate its own procedures and in particulars the calling of meetings, the notice to be given of such meetings, the voting and proceeding thereat, the keeping of minutes and the custody, production and inspection of such meetings.

5.2 The minutes of meetings shall be circulated by the Secretary of the Committee to the Committee members. The Chairman of the Committee shall report to the Board after each RMC meeting.

5.3 The RMC shall liaise with the Board to produce statements to be included in the Company's annual report about its activities and any other information as the RMC deems necessary to assist the Board in making disclosure in the annual report in accordance with the Best Practices of the Malaysian Code on Corporate Governance.