



(Company No. 217120- W)

(Incorporated in Malaysia under the Companies Act, 2016)

TERMS OF REFERENCE FOR RISK MANAGEMENT COMMITTEE

1.0 OBJECTIVES

The primary objective of the Risk Management Committee (“RMC”) is to assist the Board of Directors (“Board”) in fulfilling its oversight responsibilities in relation to risk management and internal control systems of the Company and its Group (“Group”).

The RMC shall ensure that a sound risk management framework is in place to identify, assess, monitor and manage risks affecting the Group’s business and operations.

The Committee shall also ensure that the risk management framework is aligned with the Group’s strategic objectives, sustainability priorities, and regulatory requirements, including the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Malaysian Code on Corporate Governance (“MCCG”), and the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (“SORMIC”).

The Board shall be provided with reasonable assurance that risks are being effectively managed and mitigated.

2.0 COMPOSITION

2.1 The Committee shall comprise not less than three (3) members.

2.2 A majority of the Committee members shall be Independent Non-Executive Directors.

2.3 At least one (1) member shall possess relevant experience and/or expertise in risk management, finance, audit or related disciplines.

2.4 The Chairman of the Committee shall be an Independent Non-Executive Director appointed by the Board.

2.5 Members may only relinquish their membership with approval of the Board.

3.0 QUORUM

3.1 The quorum shall be at least two (2) members.

3.2 The majority present must be Independent Directors.

3.3 In the absence of the Chairman, the members present shall elect an Independent Director to chair the meeting.

3.4 The Committee may invite Management, Internal Auditors, External Auditors or other relevant parties to attend meetings.

4.0 FREQUENCY OF MEETINGS

4.1 The Committee shall meet at least twice a year.

4.2 The Committee is encouraged to meet at least quarterly to ensure effective and continuous oversight of the Group’s risk management activities.

4.3 Additional meetings may be convened as required.

5.0 AGENDA

The agenda shall be determined by the Chairman in consultation with the Company Secretary.

6.0 NOTICE OF MEETINGS

6.1 Notice of meetings shall be given at least six (6) working days prior.

6.2 Meeting materials shall be complete, accurate and circulated in a timely manner to enable informed deliberation.

7.0 MINUTES

7.1 The Company Secretary shall record minutes.

7.2 Draft minutes shall be circulated within 30 working days.

7.3 Finalised minutes shall be tabled to the Board for notation and further deliberation where necessary.

7.4 Minutes shall be subject to confidentiality requirements and only disclosed where appropriate.

8.0 ROLES & RESPONSIBILITIES

The Committee shall:

- 8.1 Oversee the Group's risk management framework and internal control system.
- 8.2 Review risk appetite and ensure alignment with strategy.
- 8.3 Monitor risk exposures and mitigation plans.
- 8.4 Review risk assessments and key risk areas.
- 8.5 Ensure proper implementation of risk policies.
- 8.6 Review adequacy of internal controls.
- 8.7 Monitor compliance with regulatory requirements.
- 8.8 Oversee integration of Environmental, Social and Governance (ESG) risks into the overall risk management framework in line with Bursa Malaysia sustainability requirements.
- 8.9 Review and ensure adequacy of Business Continuity Management (BCM) and Disaster Recovery Plans.
- 8.10 Oversee fraud risk management and effectiveness of whistleblowing mechanisms.
- 8.11 Oversee compliance risks including legal, regulatory and anti-corruption matters.
- 8.12 Review cyber security, data protection and technology risks.
- 8.13 Ensure emerging and evolving risks are identified and assessed proactively.
- 8.14 Liaise with Audit Committee where necessary.
- 8.15 Perform any other duties as assigned by the Board.

9.0 CHAIRMAN'S RESPONSIBILITIES

The Chairman shall:

- 9.1 Ensure orderly conduct of meetings.
- 9.2 Ensure timely reporting to the Board.
- 9.3 Ensure significant risk matters are escalated promptly to the Board.

- 9.4 Facilitate effective communication between the Committee and the Board.
9.5 Ensure adequate follow-up on action items arising from meetings.

10.0 DUTIES OF MEMBERS

Members shall:

- 10.1 Participate actively in meetings.
10.2 Provide independent judgment.
10.3 Contribute to risk oversight.
10.4 Continuously update knowledge on risk management, governance and regulatory developments through training.

11.0 AUTHORITY

The Committee is authorised by the Board to:

- 11.1 Access all necessary information.
11.2 Obtain resources to perform duties.
11.3 Form sub-committees where required.
11.4 Engage external consultants.

Such engagement shall be in accordance with approved policies and the Board shall be informed accordingly.

11A.0 ACCESS & TRAINING

11A.1 The Committee shall have unrestricted access to Management, information and independent professional advice.

11A.2 The Company shall provide continuous training to ensure members remain updated on risk and governance developments.

12.0 DISCLOSURE

The Committee shall ensure compliance with Bursa Malaysia Listing Requirements and disclosures shall be clear, meaningful and in line with MCCG and SORMIC requirements.

12.1 RISK MANAGEMENT STATEMENT

The Board shall disclose:

- Risk management framework
- Key risks and mitigation
- Internal control effectiveness
- Board responsibility statement
- ESG-related risks
- Adequacy of internal audit function
- CEO/CFO assurance

13.0 PERFORMANCE EVALUATION

The performance of the Committee and its members shall be evaluated annually as part of the Board effectiveness assessment.

14.0 REVIEW OF TOR

This Terms of Reference shall be reviewed at least once every two (2) years or as required.

Policy adopted in July 2017	- Effective: August 2017
Reviewed in September 2019	- Effective: October 2019
Reviewed in October 2022	- Effective: November 2022
Reviewed in Aug 2023	- Effective: September 2023
Reviewed in May 2026	- Effective: June 2026

