

Audit & Risk Management Committee

Audit & Risk Management Committee's ("Audit Committee") Terms of Reference

The Audit Committee is appointed by the Board from amongst its Directors and consists of not fewer than three (3) Directors, all of whom are Non-Executive and Independent Directors.

At least one (1) member of the Audit Committee is a member of the Malaysian Institute of Accountants or otherwise a person approved under the Main Market Listing Requirements ("LR") of Bursa Malaysia Securities Berhad. The Chairman of the Audit Committee is an Independent Non-Executive Director and is appointed by its members.

If a member of the committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below 3, the Board shall within three (3) months appoint such number of new members as may be required to make up the shortfall.

Each and every member of the Audit Committee including the Chairman shall hold office until otherwise determined by the board or unless they cease to be a director of the Company.

The term of office of the committee members shall continue to run and be reviewed by the Board at least once in every three years.

A former key audit partner is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.

The Company Secretary acts as secretary to the Audit Committee. Minutes of each meeting is distributed to each member of the board. The Chairman of the Committee reports on each meeting to the Board.

3.1 Authority

The Audit Committee is authorised to investigate any activity of the Company within its terms and references and all employees shall be directed to co-operate with any request made by the Audit Committee. The Audit Committee shall have unrestricted access to any information pertaining to the Company and have direct communication channels with the external and internal auditors, when applicable and to the senior management of the Group. The Audit Committee shall be empowered to retain persons or experts having special competence as necessary to assist the Audit Committee in fulfilling its responsibilities.

3.2 Duties and Responsibilities

The duties and responsibilities of the Audit Committee are as follows:-

- To consider and recommend the nomination and appointment of the external auditors, the audit fees, the query of resignation or dismissal and any other related matters;
- To oversee all matters pertaining to audit including the review of the audit plan and audit report with the external auditors;
- To review the financial statements of the Company/ Group, and to discuss problems and reservations arising from the interim and final results, and any matters that the external auditors may wish to discuss (in the absence of the management, where necessary);
- The Chairman of the Audit Committee, to engage on a continuous basis with senior management, such as the Managing Director, the Finance Director, the external auditors as well as the internal auditors in order to be kept informed of matters affecting the Company.
- In relation to the internal audit and risk management functions:
 - Review the adequacy of the scope, function, competency and resources of the risk management and internal audit function, and that it has the necessary authority to carry out its works;
 - Review the internal audit programme and results of the internal audit process, and where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
- To consider all areas of significant financial risks and arrangements in place to contain those risks to acceptable levels;
- To review and approve the risk management framework from time to time;
- To review and approve significant proposed changes to risk management policies and strategies;
- To review any related parties transactions that may arise within the Company or the Group;
- To review the application of corporate governance principles and the extent of the Group's compliance with the best practices set out under the Malaysian Code on Corporate Governance;
- To exercise its powers and carry out its responsibilities as may be required from time to time under the anti-bribery and corruption policy, the whistle-blowing policies as and when necessary;

- To ensure that the Group is in compliance with the regulations of the Companies Act, 2016, the LR and other legislative and reporting requirements;
- To identify and direct any special project or investigate and to report on any issues or concerns in regards to the management of the Group;
- To review and assess conflict of interest matters which may be raised from time to time;
- To review the Conflict of Interest Policy adopted by the Company periodically; and
- Such other functions as may be agreed by the Audit Committee and the Board.