

## **RISK MANAGEMENT COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Objectives**

The principal objective of a management-level Risk Management Committee (“the Committee”) is to assist the Audit Committee and the Board of Directors (“the Board”) to identify, assess and monitor key business risks to safeguard shareholders’ investments and the Company’s assets.

#### **2. Composition**

The Committee shall be led by a Chief Risk Officer with members comprised of any management personnel deemed appropriate and appointed by the Chief Risk Officer from time to time.

#### **3. Meeting**

The Committee shall meet as and when required upon request by the Chief Risk Officer or the members, provided that the Committee shall meet at least once a year.

The Committee Meeting shall be chaired by the Chief Risk Officer. A quorum shall consist of two (2) members. In the absence of the Chairman, the members present shall elect from amongst themselves, a chairman for the Meeting.

Any officers of the Company or professional advisors may be invited to attend where their presence is considered appropriate as determined by the Chairman of the Committee.

All recommendations and findings shall be reported to the Audit Committee and the Board through its Chairman for approval and notation respectively. The Company Secretary of the Company acts as the Secretary of the Committee who shall be in attendance and shall record the proceedings of the meeting. In appropriate circumstances, the Committee may deal with matter by way of circular reports and/or resolution in lieu of convening a formal meeting.

The Chairman of the Committee will report to the Audit Committee and the Board on its risk management activities at least once a year.

#### **4. Authority**

The Committee shall, in accordance with procedure determined by the Board and at the cost of the Company:

- a) have authority to investigate any matter within its terms of reference;
- b) have the resources which are required to perform its duties;
- c) have full and unrestricted access to any information, document and officers of the Company and the Group for the purpose of discharging its functions and responsibilities; and
- d) be able to obtain independent professional or other advice.

## 5. Duties and Responsibilities

The duties and responsibilities of the Committee include the following:

- a) To review and monitor risk management framework and activities to ensure it is in place and functioning effectively;
- b) To develop and recommend the risk management policies and framework to the Audit Committee and the Board;
- c) To formulate and carry out strategies and actions needed to implement the risk management policies;
- d) To ensure adequate infrastructure, resources and systems are in place for risk management;
- e) To report to the Audit Committee and the Board on the emerging risks and their impacts on operations, profitability and business plan and the status of management actions to manage these risks;
- f) To facilitate communication and information flows across the organisation for timely actions and decision making; and
- g) To undertake any such responsibilities as may be agreed by the Audit Committee and the Board.