Audit and Risk Management Committee ("ARMC") - Terms of Reference

1. Objectives

The principal objective of the ARMC is to assist the Board of Directors of the Company ("Board") in discharging its statutory duties and responsibilities relating to accounting and reporting practices and overseeing the Group's risk management processes.

2. Composition

The ARMC shall be appointed by the Board amongst the Directors of the Company which fulfils the following requirements:-

i) the ARMC must be composed of not fewer than three (3) members;

ii) all the ARMC members must be non-executive directors with a majority of them being independent directors; and

iii) at least one (1) member of the ARMC:-

a) must be a member of the Malaysian Institute of Accountants; or

b) if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years working experience; and

- he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
- he must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or

c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The members of the ARMC shall elect a Chairman from among themselves who shall be an independent director and who is not the Chairman of the Board. No alternate director should be appointed as a member of the ARMC. Where a former key audit partner is appointed to the Board, he/she is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.

In the event of any vacancy in the ARMC resulting in non-compliance with the Listing Requirements of Bursa Securities pertaining to the composition of the ARMC, the Board shall fill the vacancy within three (3) months from such vacancy.

The terms of office and performance of the ARMC and each of its members must be reviewed by the Nominating & Remuneration Committee annually to determine whether the ARMC and its members have carried out their duties in accordance with their terms of reference.

3. Meetings

Frequency

Meetings shall be held not less than four (4) times a year, with additional meetings convened as and when necessary. Upon the request of the external or internal auditors, the Chairman of the ARMC may convene a meeting of the ARMC to consider any matter the external or internal auditors believe should be brought to the attention of the Directors or the shareholders of the Company.

In the interval between ARMC meetings, for exceptional matters requiring urgent decisions, ARMC approvals may be sought via circular resolutions which are accompanied by sufficient information for an informed decision.

Quorum

The majority of members present whom must be independent directors shall form a quorum for ARMC.

Any member of the ARMC may participate in any meeting of the ARMC via telephone conferencing, video conferencing or by means of any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

Matters for decisions that arise at the ARMC meeting will be decided by a majority vote. If the votes are equal, the Chairman of the ARMC meeting has a second casting vote. However, the Chairman will not have a second casting vote where only 2 Directors form the quorum or at which only 2 Directors are competent to vote on the deliberated issue.

Secretary

The Company Secretary shall be the Secretary of the ARMC or in his/her absence, another person authorised by the Chairman of the ARMC. The Secretary shall be responsible for issuing the agenda with the concurrence of the Chairman and circulating it, accompanying it with explanatory statements and other relevant documents to ARMC members at least 7 days prior to each meeting. The Company Secretary is also responsible for keeping the minutes of meetings of the ARMC, circulating them to ARMC members and to the other members of the Board and for following up on outstanding matters. The Secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary.

Reporting Procedure

The minutes of each meeting shall be circulated by the Company Secretary to the ARMC members and to all members of the Board for notation.

Attendance

Other Directors and employees may be invited by the ARMC to attend any particular meeting of the ARMC.

At least once a year, the ARMC shall meet with the external auditors without the presence of any executive directors.

4. Rights and Authority

i) The ARMC is authorised by the Board to investigate into any activities within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate on any request made by the ARMC.

ii) The ARMC is authorised by the Board to obtain legal advice or other independent professional advice it deems necessary.

iii) The ARMC is empowered to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Group, whenever deemed necessary.

vi) The ARMC has direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity.

5. The Duties and Responsibilities of the ARMC are as follows:-

Audit Committee

i) To assist the Board in fulfilling its oversight responsibilities relating to accounting and reporting practices as well as risk management policies, strategies and sustainability initiatives of our Group.

ii) To review the engagement, compensation, performance, qualifications and independence of our external auditors, its conduct of the annual statutory audit of our financial statements, and the engagement of external auditors for all other services;

iii) To set up policies and procedures to assess the suitability, objectivity and independence of the external auditors to safeguard the quality and reliability of audited financial statements;

iv) To review and recommend the quarterly and annual financial statements for approval by the Board before the announcement to Bursa Securities, focusing in particular on any changes in or implementation of major accounting policies and practices, significant and unusual events, significant adjustments arising from the audit, going concern assumption and compliance with accounting standards and other regulatory or legal requirements;

v) To review the audit report on the related party transactions and conflict of interest (if any) on a quarterly basis to ensure that these transactions are conducted at arm's length and to inform the Board of any major findings;

vi) To consider the major findings of internal investigations and management's response;

vii) To review the following in respect of the internal audit function:-

(a) the adequacy of the scope, functions, competency and resources of the internal audit functions, and that it has the necessary authority to carry out its work;
(b) the internal audit programme, process, results of the internal audit programme and processes and where necessary ensure that appropriate actions are taken on the recommendations of the internal audit function;
(c) any appraisal or assessment of the performance of members of the internal audit function; and
(d) the major findings of internal investigations, whistleblowing reports and the management's response.

viii) To review and recommend the internal audit report to the Board for approval as well as approves the annual audit plan, training plan, internal audit methodologies and scope;

ix) To review the adequacy and effectiveness of the risk management systems, internal control and governance process implemented by the Group;

x) To oversee and recommend the risk management policies and procedures of the Group;

xi) To 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;

xii) To implement and maintain a sound risk management framework which identifies, assesses, manages and monitors the Group's business risks;

xiii) To set reporting guidelines for management to report to the ARMC on the effectiveness of the Group's management of its business risks;

xiv) To review the risk profile of the Group, the adequacy of management response and to evaluate the measures taken to mitigate the business risks;

xv) To perform the oversight function over the administration of the whistleblowing policy that is approved and adopted by the Board to protect the values of transparency, integrity, impartiality and accountability where the Group conducts its business and affairs to enhance its accountability in preserving its integrity and to withstand public scrutiny which in turn enhances and builds the Group's credibility to all our stakeholders.

xvi) Evaluate the quality of the audit conducted by the internal and external auditors;

xvii) Provide assurance that the financial information presented by management is relevant, reliable and timely;

xviii) Oversee compliance with laws and regulations and observance of a proper code of conduct;

xix) Review the contents and executions of the Anti-bribery and Anti-Corruption reported information at regular intervals and order a regular review (at least once every 3 years) of the Anti-Bribery and Anti-corruption Policy to ensure it is up to date.

xx) Ensure the Management has adequate and appropriate resources needed for the effective operation of the Anti-Bribery and Anti-corruption Management System are allocated to fulfil and comply with the Anti-Bribery and Anti- corruption Policy.

xxi) Determine the adequacy of the Group's control environment; and

xxii) To perform such other functions as may be requested by the Board.

Risk Management Committee

i) To review the risk management policies of the Group which addresses key elements of the enterprise-wide risk management framework, risk appetite, strategy, processes and methodology as well as recommend any necessary changes relating thereto to the Board in line with the changing operating and economic environment, prevailing best practices in risk management and any relevant regulatory requirements;

ii) To oversee, evaluate and monitor the adequacy and effectiveness of the Group's risk management framework and the risk management system put in place by the Management in tandem with the changing business circumstances to safeguard shareholders' interests and the Group's assets;

iii) To report to the Board on the Group's major risk exposures, including the review of the risk assessment framework used to monitor the risk exposures and the Management's views on the acceptable and appropriate level of risks faced by respective business units/division of the Group; and

iv) To review the Statement on Risk Management and Internal Control, as well as other disclosure concerning the risk management activities of the Group, for inclusion in the Company's Annual Report and recommend the same for approvals of the Board.

6. Continuous Professional Development

Collectively, the ARMC should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and able to understand matters under the purview of the ARMC including the financial reporting process.

All members of the ARMC should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Review and updated by the Board on November 20, 2026.