



**RISK STEERING COMMITTEE
TERMS OF REFERENCE**

TABLE OF CONTENTS

	Page
1. Introduction	1
2. Composition	1
3. Role	1 - 2
4. Authority	2
5. Meetings	2 - 3

1.0 INTRODUCTION

Risk Steering Committee (“RSC”) is a sub-committee of the Audit and Risk Committee (“ARC”). The RSC will assist the ARC in fulfilling its responsibilities for review and oversight of the Group’s risk management and internal control framework as well as corporate responsibility and sustainability programs. These terms of reference sets out the role, scope and responsibilities of the RSC.

2.0 COMPOSITION

- 2.1 The ARC shall be responsible for identifying and nominating for the approval of the Board any new appointments to the RSC. RSC shall consist of at least 3 members, comprising of at least 1 Director from Kumpulan Fima Berhad (“KFima”) and Fima Corporation Berhad and at least 1 member of senior management.
- 2.2 The RSC Chairman must be elected among the committee members.
- 2.3 The term of office of the RSC members must be reviewed by the ARC at least once every 3 years.

3.0 ROLE

- 3.1 The RSC shall carry out the following duties set out below:

Internal Control and Risk Management

- (a) oversee the risk management and internal control framework and policies and annual risk management plan of KFima and its subsidiaries (“Group”). In doing this, the RSC is to identify the Group’s level of risk tolerance and to actively identify, assess and monitor key business risks of the Group including risk treatment/mitigation action plans for the business unit and control of key business risks.
- (b) review and discuss with management, and to consult with the ARC, as applicable, regarding the Group’s risk governance structure, risk assessment and risk management practices and guidelines, policies and processes for risk assessment and risk management.
- (c) deliver reports on risk management and risk assessment to the ARC or to the Board;
- (d) review and discuss with management the Group’s sustainability and safety programs and implementation thereof.
- (e) report to the ARC on risk topics as the RSC deems appropriate from time to time.
- (f) with respect to the Group’s safety, environmental, social and governance responsibility.

Anti-Bribery and Whistle-blowing

- (a) review and monitor the Group's policies and procedures for detecting, reporting and preventing breaches of conduct, whistle-blowing and bribery and corruption. This include requiring the RSC to regularly update the ARC on areas where suspected bribery attempts commonly occur in, and receiving summary of payments made by the Group in relation to the key bribery risk areas, as reviewed by the Chief Financial Officer.
- (b) heighten risk and anti-bribery awareness culture in the Group's business processes.

Sustainability

- (a) review the Group's sustainability goals, agendas and values as part of the Group's ERM framework, scope and strategy to promote greater awareness on sustainability.
- (b) review and provide input regarding the management of current and emerging issues.
- (c) review the Group's social responsibility activities.

3.2 RSC is supported by the Risk Management Unit ("RMU") which is made up of executives/management of the respective business units. RMU is responsible to managing, mitigating and monitoring strategic, financial, regulatory, operational and emerging risks at company/divisional level.

3.3 RMU is responsible in identifying, evaluating and mitigating the potential strategic, financial, regulatory, operational and emerging risks and updating the risk profiles and risk parameters indicating the current condition of each risk and mitigation plan and reporting the same to the RSC.

3.4 The RSC shall appoint a Risk Coordinator from amongst the management of the KFima Group who shall act as a central contact and guide for ERM related issues within the Group, including but not limited to:

- (a) coordinating ERM routinely within the Group;
- (b) facilitating and supervising the development and implementation of policy, procedures and strategies relating to ERM; and
- (c) ERM training and communication.

4.0 AUTHORITY

4.1 The RSC has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the Company's cost.
- (b) obtain such resources and information from the Group in the fulfilment of its duties as it may reasonably require.

5.0 MEETINGS

- 5.1 The RSC shall meet at least twice a year or at a frequency to be decided by the RSC.
- 5.2 Two members, present in person or by using any technology, shall constitute a quorum.
- 5.3 The RSC Secretary shall be the Head of Group Internal Audit Department, or his/her delegate or any other person as the RSC may decide. The RSC Secretary shall circulate the minutes of meeting to the RSC members and shall be responsible for keeping minutes of meetings of the RSC at the registered office of the Company under the custodian of the Company Secretary.
- 5.4 The minutes of each RSC meeting shall be tabled to the ARC for noting.
- 5.5 The RSC shall update the ARC on issues and concerns discussed during their meetings and where appropriate, make the necessary recommendations to the ARC.
- 5.6 The RSC may invite any other person to attend for all or part of any meeting as it considers appropriate.
- 5.7 A circular resolution in writing signed by majority members shall be valid and effective as it has been passed at a meeting. All such resolution shall be submitted for confirmation at a meeting of the RSC following the passing of the circular.

Approved by the Board of Kumpulan Fima Berhad on 29 February 2024.