

**KUCHAI DEVELOPMENT BERHAD  
(Incorporated In Malaysia: 7573-V)**

**RISK MANAGEMENT COMMITTEE  
TERMS OF REFERENCE**

---

**1. COMPOSITION**

The Risk Management Committee shall consist of at least three (3) members, a majority of which shall comprise Independent Directors.

Members of the Risk Management Committee shall be appointed by the Directors amongst their number at a Board Meeting or via a Directors' Circular Resolution in writing.

Members of the Risk Management Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary and may continue to serve as Director of the Company.

In the event of any vacancy in the Committee, the Board of Directors shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

**2. QUORUM**

The quorum for each meeting shall be a majority of members present.

**3. CHAIRMAN**

Members of the Risk Management Committee shall elect a Chairman from among their number who shall be an Independent Director.

**4. MEETINGS**

The Risk Management Committee shall meet at least once (1) a year. A member may at any time and the Secretary shall on the requisition of a Director/member, summon a meeting of the Risk Management Committee. The Committee may invite any personnel and/or independent parties to attend the meeting.

Any question arising at any meeting shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Risk Management Committee. Where necessary and appropriate, any decision of the Risk Management Committee can also be made or passed by all members by way of a written circular resolution.

The Company Secretary shall be the Secretary of the Risk Management Committee. The Secretary is responsible for sending out notices of and preparing and keeping minutes of meetings. The minutes of the Committee meeting shall be extended to all the Directors. The Committee shall record its conclusions in discharging its duties and responsibilities.

A meeting may be convened using telephone and/or the contemporaneous linking together by telephone or such other electronic communication media of a number of the Committee members being not less than the quorum shall be deemed to constitute a meeting of the Committee wherever in the world they are, as long as-

- a) the quorum is met;
- b) at the commencement of the meeting each Committee member acknowledges his presence thereof to all the other members taking part and such participation shall be deemed to be his presence in person;
- c) each of the Committee members taking part is able to be heard and hear each of the other members subject as hereinafter mentioned throughout the meeting; and
- d) the Committee members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validity notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the members during disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

## **5. OBJECTIVES**

The primary objectives of the Risk Management Committee are as follows: -

- a) to oversee the Company and its subsidiaries' risk management matters including but not limiting to framework, policies and procedures.
- b) to review the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management.

## **6. RESPONSIBILITIES**

To do the followings and report the same to the Board of Directors: -

- a) Define and recommend the principles, framework and process for managing risks within the Economic Entity, for consideration and approval by the Board;

- b) Review and approve the inclusion of revisions to the risk management principles, framework and process arising from the Risk Management Committee or the Board's decision to ensure that they remain relevant for use;
- c) Review and recommend the annual Risk Profile which specifies key risks for approval by the Board;
- d) Review, monitor and assess the effectiveness of risk treatment/mitigation action plan(s) for the management and control of risks;
- e) Review new project/product and ensure the appropriate and relevant risks have been adequately addressed before submission to the Board for approval on any proposed new project/product launch;
- f) Review if necessary together with other committees, management, internal auditors, external auditors and other parties any significant risks that could affect the Economic Entity and assess the steps that the Management has taken to manage such risks;
- g) Review the annual risk management report on adequacy and effectiveness of risk management within the Economic Entity;
- h) Benchmark risk management practices of the Economic Entity against international recognized standards;
- i) Review the compliance framework, the plan and the scope of work of the compliance function; and
- j) Monitor the overall compliance to the internal policies, statutory and regulatory requirements as well as guidelines for the Economic Entity.

## **7. POWER**

In carrying out its duties and responsibilities, the Risk Management Committee will in principle have full, free and unrestricted access to the Company's records, properties and personnel. The Risk Management Committee may obtain the advice of external consultants in assessing the risk framework and profile of the Company.

## **8. REVIEW**

The Terms of Reference shall be reviewed from time to time to ensure that it reflects current best practice in corporate governance and risk management. Board's approval is required for any changes in the Terms of Reference.

This Terms of Reference was approved by the Board of Directors on 28 May 2018.