

TERMS OF REFERENCE FOR AUDIT AND RISK MANAGEMENT COMMITTEE

1. OBJECTIVE

The primary objective of the Terms of Reference of Audit and Risk Management Committee is to establish a documented, formal and transparent procedure to assist the Board of Directors ("**Board**") in fulfilling its fiduciary responsibilities relating to corporate accounting, financial reporting practices, system of risk management and internal control, the audit process and the process of monitoring compliance with laws and regulations of MSB Global and its subsidiaries and associate companies (collectively known as "**MSB Global Group**" or the "**Group**")

2. COMPOSITION

The Audit and Risk Management Committee shall comprise of not less than three (3) members appointed by the Board from amongst its Non-Executive Director members only, a majority of whom must be independent.

The Chairperson of the Board and Executive Director shall not be a member of the Audit and Risk Management Committee.

The Board shall at all times ensure that at least one (1) member of the Audit and Risk Management Committee:

- i) must be a member of the Malaysian Institute of Accountants ("**MIA**"); or
- ii) if he is not a member of the MIA, he must have at least three (3) years' working experience and:
 - a) passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - b) 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
- iii) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The members of the Committee shall elect a Chairperson from amongst their number who shall be an Independent Non-Executive Director. In the absence of the Committee Chairperson, the remaining members present shall elect one of them to chair the meeting. No alternate director shall be appointed as a member of the Audit and Risk Management Committee.

A former key audit partner of the Company shall observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit and Risk Management Committee.

The term of office and performance of the Audit and Risk Management Committee and each of its members shall be reviewed by the Nomination Committee annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the Audit and Risk Management Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

- (i) The Audit and Risk Management Committee is authorised by the Board to investigate any matter within the Audit and Risk Management Committee's terms of reference. It shall have full and unrestricted access to any information pertaining to the Group and shall have the resources it requires to perform its duties. All employees of the Group are required to comply with the requests made by the Audit and Risk Management Committee.
- (ii) The Audit and Risk Management Committee is authorised by the Board to obtain external legal or independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, the expenses of which will be borne by the Company.
- (iii) The Audit and Risk Management Committee shall have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity.
- (iv) Where the Audit and Risk Management Committee is of the view that a matter that it reported to the Board has not been satisfactorily resolved, resulting in a potential breach of the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), the Audit and Risk Management Committee shall promptly report such matter to Bursa Securities.
- (v) The Audit and Risk Management Committee shall be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and Management of the Company, whenever deemed necessary, in order to enable the Audit and Risk Management Committee and the external auditors or the internal auditors or both, to discuss problems and reservations and any other matter the external auditors or internal auditors may wish to bring up to the attention of the Audit and Risk Management Committee.
- (vi) The internal auditors report directly to the Audit and Risk Management Committee and shall have direct access to the Chairperson of the Audit and Risk Management Committee on all matters of control and audit. All proposals by Management regarding the appointment, transfer and removal of senior staff members of the internal audit of the Group shall require prior approval of the Audit and Risk Management Committee. The Audit and Risk Management Committee is also authorised by the Board to obtain information on any resignation of internal audit staff members and provide the staff member an opportunity to submit his reasons for resigning.

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the Audit and Risk Management Committee shall undertake, amongst others, the following duties and responsibilities:

(a) Financial Reporting

To review and approve the quarterly and annual financial statements of the Group for recommendation to the Board, focusing particularly on:

- i) any changes in or implementation of major accounting policies and practices;

- ii) significant matters highlighted, including financial reporting issues, significant judgments made by Management, significant and unusual events or transactions, and how these matters are addressed;
- iii) Significant adjustments arising from the audit;
- iv) Compliance with accounting standards and other regulatory or legal requirements; and
- v) Going concern assumption.

(b) Risk Management and Internal Control

- i) To consider the effectiveness of the internal control system and risk management framework adopted within the Group and to be satisfied that the methodology employed allows identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner that will allow the Group to mitigate losses and maximise opportunities;
- ii) To assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;
- iii) To ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored;
- iv) To cause reviews to be made of the extent of compliance with established internal policies, standards, plans and procedures;
- v) To obtain assurance that proper plans for control have been developed prior to the commencement of major areas of change within the Group;
- vi) To recommend to the Board steps to improve the system of internal control derived from the findings of the internal and external auditors and from the consultations of the Audit and Risk Management Committee itself; and
- vii) To report to the Board of Directors any suspected frauds or irregularities, serious internal control deficiencies or suspected infringement of laws, rules and regulations which come to its attention and are of sufficient importance to warrant the attention of the Board.

(c) Internal Audit Function

- i) To review the effectiveness of the internal audit function, including the ability, competency and qualification of the internal audit team and/or outsourced internal auditors (if any) to perform its duties;
- ii) To review the adequacy of the scope, functions, competency and resources and that it has the necessary authority to carry out its work;
- iii) To review and approve the internal audit plan and the internal audit report and, where necessary, ensure that appropriate actions are taken on the recommendations made by the internal audit function;
- iv) To receive and review on a regular basis the reports, findings and recommendations of the internal audit team and/or outsourced internal auditors and to ensure that appropriate actions have been taken to implement the audit recommendations;

- v) To ensure the internal audit team and/or outsourced internal auditors have full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties;
- vi) To review any matters concerning the employment or appointment (and re-appointment) of the in-house and/or the outsourced internal auditors (as the case may be) and the reasons for resignation or termination of either party;
- vii) To request and review any special audit which the Audit and Risk Management Committee deems necessary; and
- viii) To consider the major findings of internal investigations and Management's response.

(d) External Audit

- i) To review the engagement, compensation, performance, qualifications and independence of the external auditors, its conduct of the annual statutory audit of the financial statements, and the engagement of external auditors for all other services;
- ii) To discuss with the external auditors before the audit commences, their audit plan, the nature and scope of their audit and their co-ordination with component auditors where more than 1 audit firm is involved in the audit of the Group's financial statements.
- iii) In assessing or determining the suitability and independence of the external auditors, the Audit and Risk Management Committee shall take into consideration the following:
 - the external auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;
 - the nature and extent of the non-audit services provided by the external auditor and the appropriateness of the level of fees paid for such services relative to the audit fee; and
 - the criteria for appointment and re-appointment of the external auditors such as the assessment of the competency independence, audit quality and resource capacity of the external auditor in relation to the audit. The assessment should also consider the information presented in the Annual Transparency Report of the audit firm. If the Annual Transparency Report is not available, the Committee may engage the audit firm on matters typically covered in an Annual Transparency Report, including the audit firm's governance and leadership structure as well as measures undertaken by the firm to uphold audit quality and manage risks as well as corporate liabilities risks.
- iv) To review any matters arising concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;
- v) To review the external auditors' management letter and Management's response to their suggestions for improvements;
- vi) To review the significant use of the external auditors in performing non-audit services within the Group, considering both the types of services rendered and the fees, such that their position as auditors is not deemed to be compromised;
- vii) To review the external auditors' findings arising from audits, particularly any comments and responses in audit recommendations as well as the assistance given by the employees of the Group in order to be satisfied that appropriate action is being taken;

- viii) To review with the external auditors for the Statement on Risk Management and Internal Control of the Group as prescribed in the Listing Requirements for inclusion in the Annual Report; and
- ix) To conduct an annual evaluation of the performance of the external auditors and undertaking follow-up measures, where required.

(e) Related Party Transactions/Conflict of Interest Situations

To review any related party transactions and conflict of interest situations that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity.

(f) Audit and Risk Management Report

To prepare the annual Audit and Risk Management report to the Board for inclusion in the Annual Report and to review the Board's statements on compliance with the Malaysian Code of Corporate Governance for inclusion in the Annual Report.

(g) Sustainability Reports

- i) Overseeing the management of principal business risks and material economics, environmental and social risks and opportunities;
- ii) Ensuring resources and processes are in place to enable the organization to achieve its sustainability commitments and targets; and
- iii) Reviewing disclosure statements relating to the management of sustainability matters of the Group in the Annual Reports.

(h) Other Matters

- i) To report to the Board summarising the work performed in fulfilling the Audit and Risk Management Committee's primary responsibilities; and
- ii) To carry out other functions as may be agreed to from time to time by the Audit and Risk Management Committee and the Board.

5. MEETINGS OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the Audit and Risk Management Committee Chairperson's discretion.

The Audit and Risk Management Committee shall meet with the external auditors and internal auditors without the presence of any Executive Directors or members of the Management.

Other Board members, Management and external professional advisers shall attend any particular meetings only upon invitation by the Chairperson of the Audit and Risk Management Committee.

In the event the elected Chairperson is not able to attend a meeting, a member of the Audit and Risk Management Committee shall be nominated as Chairperson for the meeting.

Subject to the notice and quorum requirements as provided in this terms of reference, a meeting of the Audit and Risk Management Committee may be held and conducted through the telephone or 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 and be counted in a quorum accordingly.

6. QUORUM

The quorum for a meeting of the Audit and Risk Management Committee shall consist of at least two (2) members. The majority present must be Independent Directors.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Audit and Risk Management Committee, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to Audit and Risk Management Committee members and other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Audit and Risk Management Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Audit and Risk Management Committee and ensure that the minutes are properly kept and produced for inspection if required. The Audit and Risk Management Committee shall report to the Board and the minutes of each meeting shall be tabled to the Board for notation.

9. CIRCULAR RESOLUTION

A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Audit and Risk Management Committee members for the time being entitled to receive notice of a meeting of the Audit and Risk Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Audit and Risk Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Audit and Risk Management Committee.

10. REVIEW OF TERM OF REFERENCE

The Audit and Risk Management Committee shall recommend any changes to its terms of reference in such manner as it deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements or any other regulatory requirements.

It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the Audit and Risk Management Committee's role.

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