



PERAK CORPORATION BERHAD GROUP

**TERM OF REFERENCE
RISK MANAGEMENT COMMITTEE
MEETING**

PRIVATE & CONFIDENTIAL

1. TERM OF REFERENCE (TOR): RISK MANAGEMENT COMMITTEE (RMC)

<p>MEMBERS</p>	<p>CHAIRMAN Independent Non-Executive Director</p> <p>MEMBERS One (1) Independent Non-Executive Directors One (1) Executive Director</p> <p>INVITEE Group Chief Executive Officer (CEO) Group Head, Risk Management Division Risk Owner i.e. Head of the Entity/ Division/ Department/ Project</p> <p>SECRETARY Corporate Secretary</p> <p>DESIGNATED CHAIRMAN In his absence, the Chairman shall designate any member of the RMC to act as the Chairman of the meeting.</p>
<p>OBJECTIVES</p>	<p>The objectives of the framework are to ensure the provision of quality products and services and direct the risk culture and processes throughout Perak Corporation Berhad (PCB) to take advantage of opportunities while managing and monitoring risks that may adversely affect the PCB's achievement of its business objectives. To achieve this objective, RMC will need to endorse major policies, commitments and standards, to ensure results and consistent practice across PCB Group including:</p> <ul style="list-style-type: none"> i) Risk management policy and procedures ii) Discussed on the identified high risks facing by PCB Group, the mitigating activities for those risks and those accountable for the mitigating activities. <p>The meeting is also a formalized forum for the Risk Management Committee to report and review performance and provides specialized advice and input to the Board of Directors in decision making on a continuing basis.</p>
<p>FREQUENCY</p>	<p>Meeting shall at least 4 times a year. The Chairman has the discretion to increase the frequency of the meeting based on needs and urgency. The RMC may invite any other person to be in attendance to assist in its deliberation. Please refer to Conduct of Meeting section for details.</p>
<p>QUORUM</p>	<p>Two (2), including the Chairman / Designated Chairman.</p>

<p>AUTHORITY</p>	<p>The Committee is authorized by the Board of Directors to endorse and approve matters within its Terms of Reference (TOR) and Limits of Authority (LOA).</p> <p>The Committee is authorized to seek the advice of outside professionals in specific areas of expertise it considers necessary in carrying out its duties.</p> <p>The Committee shall have access to all information, documents and personnel in the discharge of its duties.</p> <p>The Committee is authorized to establish Sub-Committees to consider specific matters of importance, and to approve their Terms of Reference.</p> <p>The Committee oversee and recommend the risk management policies and procedures of PCB;</p> <p>The Committee review and recommend changes as needed to ensure that PCB has always in place a Risk Management policy which addresses the business risks;</p> <p>The Committee implement and maintain a sound risk management framework which identifies, assesses, manages and monitors PCB's business risks;</p> <p>The Committee set reporting guidelines for management to report to the RMC on the effectiveness of the PCB's management of its business risks;</p> <p>The Committee review PCB and its subsidiaries' risk profiles and evaluate the measures taken to mitigate the business risks.</p> <p>The Committee to ensure infrastructures, resources and systems are in place for Risk Management activities.</p>
<p>SPECIFIC DUTIES</p>	<ul style="list-style-type: none">i) To present to the Board at least 4 times a year the top 10 high risks identified, the mitigating activities taken for those risks and whose accountable to mitigate those risks.ii) To conduct risk management meeting 4 times a yeariii) Communicate, monitor and enforce Risk Management Policy and to ensure continuous enhancement in Risk Management.iv) Identify and evaluate principal risk and evaluate the practicality of the proposed action plans.v) Endorse in the risk parameters, risk appetite, risk profiles, risk treatment options, risk action plans and key risk indicator.vi) To discuss and identify risk related to PCB and its subsidiaries (Internal and External)vii) To follow-up on action plan to prevent risk from happeningviii) To carry out such other responsibilities as may be delegated to it by the Board from time to time.

2. CONDUCT OF THE MEETINGS: RISK MANAGEMENT COMMITTEE (RMC)

STRUCTURE	Meeting shall be held at least minimum once every three (3) month. The Chairman has the discretion to increase the frequency of the meeting based on needs and urgency.
ATTENDANCE	Each member and permanent attendees are to give priority to attend every meeting. Any absence shall be supported with a written notice to the Secretary.
AGENDA	<ul style="list-style-type: none">i) Papers to be presented to the Board unless otherwise directed / exempted by the Chairman.ii) Risk Reports on the Group business units.iii) Other reports on need basis to be determined by the Chairman.
MINUTES OF MEETING	<p>Minutes of the proceedings of RMC meetings shall be recorded by the Secretary, approved in draft form by the Chairman and circulated to all the RMC members.</p> <p>Wherever possible, minutes of the RMC meetings will be confirmed at the next meeting and signed by the Chairman.</p>

(The remainder of this page is intentionally left blank)