

TERMS OF REFERENCE OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

INTRODUCTION

The Audit Committee and Risk Management Committee of DGB Asia Berhad (“DGB” or “the Company”) are merged as a single Committee known as Audit and Risk Management Committee (“ARMC” or “the Committee”) with effective 25 November 2021 which aimed to improve the efficiency and effectiveness in discharging its duties.

1. COMPOSITION

- i. The composition of the ARMC shall be appointed by the Board of Directors of the Company (“Board”) from among its members and shall comprise no fewer than three (3) members, whereby all members must be Non-Executive Directors and financially literate with a majority of them being Independent and Non-Executive Directors, and at least one (1) member of the Committee:-
 - 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:-
 - o he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - o he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
 - c. fulfils such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad (“Bursa Securities”).
- ii. No Alternate Director shall be appointed as a member of the Committee.
- iii. The former partner of the external audit firm of the Company, if any, shall observe a cooling-off period of at least three (3) years before being eligible to be appointed as a member of the Committee.
- iv. The Committee shall elect a Chairman from among its members who shall be an Independent Non-Executive Director.
- v. In the event, the elected Chairman is not able to attend a meeting, the remaining members present shall elect one of themselves as Chairman for the meeting. The elected Chairman shall be an Independent Non-Executive Director.
- vi. In the event of any vacancy in an ARMC member resulting in non-compliance with paragraph 1(i) above, the Board shall fill the vacancy within three (3) months.
- vii. The Nomination and Remuneration Committee shall review the terms of office and performance of the Committee and each of its members annually to determine whether the ARMC and its members have carried out their duties in accordance with the Terms of Reference.

2. MEETINGS

i. Frequency of Meetings

- a. Meetings shall be held no fewer than four (4) times a year. However, additional meetings may be called at any time depending on the scope of activities of the Committee. In the event issues requiring the Committee’s decision arise between meetings, such issues may

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be resolved through written resolutions of the Committee. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by a majority of the Committee pursuant to the Constitution of the Company.

- b. Other Board members, senior management, internal and external auditors may be invited to attend meetings.
- c. For the Committee's meetings (except in the case of an emergency), reasonable notice shall be given in writing to all members of the Committee.

ii. Quorum

The quorum for the meeting is two (2) members of the Committee, a majority of members present must be Independent and Non-Executive Directors.

iii. Secretary

The Company Secretary shall be the secretary of the Committee. The Secretary shall circulate the notice and minutes of the Committee to all members of the Committee.

iv. Minutes of the Committee Meeting

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

3. FUNCTIONS

The functions of the Committee are as follows:-

External Auditors

- i. To consider any matters concerning the appointment and re-appointment, the audit and non-audit fees and any questions of resignation or dismissal of external auditors; and further ensure the suitability, objectivity and independence of external auditors.
- ii. To review with the external auditors:
 - a. their audit plan, scope and nature of the audit of the Company and its subsidiaries ("Group");
 - b. their evaluation and findings of the system of internal controls;
 - c. their audit reports;
 - d. the management letter and management's response with regard to problems and reservations arising from their audits;

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- e. any other matters that the external auditors may wish to discuss (in the absence of management where necessary).
- iii. To review the assistance given by the management and employees of the Group to the external auditors.
- iv. To review any letter of resignation from the external auditors of the Company.
- v. To review whether there is a reason (supported by grounds) to believe that the Company's external auditors are not suitable for re-appointment.
- vi. To recommend the nomination of a person or persons as external auditors of the Company.

Internal Audit Function

- i. To review and assess the adequacy of the scope, functions, competency and performance of the internal audit functions of which the internal auditors should report directly to the Committee. The internal auditors must have the relevant qualifications and experience, independent from the management of the Group, and be responsible for assuring the Committee that internal control is operating effectively.
- ii. To review the internal audit plan, processes, the results of internal audit assessments, investigations undertaken and, whether or not appropriate action is taken before recommendations are made.
- iii. To review the adequacy and effectiveness of the Group's internal control systems, Risk Management framework, anti-corruption and whistle-blowing as evaluated, identified and reported by the Management, internal or external auditors as well as to review whether actions taken to ratify the same are appropriate or timely.

Financial Reporting

- i. To review the quarterly and year end financial statements of the Group, before the approval by the Board, focusing particularly on:
 - a. any changes in or implementation of major accounting policy changes;
 - b. significant matters highlighted including financial reporting issues, a significant judgement made by management, significant unusual events or transactions and, how these matters are addressed; and
 - c. compliance with accounting standards and other legal requirements.

Risk Management

- i. To recommend to the Board of the Group's appetite for risk and its policy for risk management.
- ii. To review the processes and procedures for ensuring that all material business risks are properly identified and that an appropriate system of monitoring and control is in place.
- iii. To receive and review risk management and relevant regulatory information and reports and make recommendations for changes in policies and procedures as and when appropriate.

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- iv. To consider material breaches of the agreed risk limits, review the actions taken in response, and to prevent a repeat.
- v. To consider the effect on the risks of the Group of material findings of compliance risks, as well as reported breaches and any proposed regulatory changes.
- vi. To consider the effect on the risks of the Group of the findings of the internal auditor (if any) or any independent review carried out for the Committee.

Sustainability

To perform the following in relation to sustainability:

- i. oversee and review the development and implementation of the Company's sustainability vision, strategy, framework, initiatives, policies and practices, and explore ways to incorporate them into the Company's overall operations and business goals;
- ii. regularly review the sustainability framework of the Company which is grounded in the Environmental, Social and Governance (ESG) pillars, to ensure its alignment with evolving local and global sustainability trends and developments, while also confirming its feasibility within the Company's existing resources and capabilities; and
- iii. to assist the Board with regard to the disclosures in the Sustainability Statement to be included in the Company's Annual Report.

Related Party Transactions and Conflict of Interest Situations

- i. To review any related party transaction and conflict of interest situation that arose, persist or may arise within the Company or the Group including any transaction, procedure, or course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts.
- ii. To review and assess all disclosure of conflicts of interest by the Directors, key senior management and legal representative(s) appointed by the Group, to evaluate their nature, significance and potential impact on the Group. During the process of evaluating and handling the conflict of interest, the Committee has the authority to seek independent advice or opinions to aid in their evaluation.
- iii. To review the adequacy of the arrangements within the Group when dealing with any conflict of interest.
- iv. To review and recommend appropriate measures, such as reassignment, termination or other actions if the disclosed conflict poses a significant risk to the Group.

Compliance and Other Matters

- i. To review the annual evaluation on the performance of the External Auditors, including the suitability, objectivity and independence of the External Auditors which takes into consideration the following:
 - a. the competence, audit quality and resource capacity of the external auditors in relation to the audit;
 - b. the nature and extent of the non-audit services tendered and the appropriateness of the level of fees (if any); and

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- c. written assurance from the external auditors confirming that they are, and have been, independent through the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.
- ii. To review and verify the allocation of options pursuant to the Share Grant Plan (“SGP”) in compliance with the criteria as stipulated in the by-laws of the SGP, if any.
- iii. To carry out such other functions or assignments as may be delegated by the Board from time to time.

4. RIGHT OF THE COMMITTEE

The Committee is authorised by the Board to investigate any activity within its term of reference at the cost of the Company. The Committee shall have the following rights:

- i. To secure full and unrestricted access to any information about the Group;
- ii. To communicate directly with the external and internal auditors and all employees of the Group;
- iii. To seek and obtain independent professional advice and to secure the attendance of outsiders with relevant experience and expertise as considered necessary; and
- iv. To convene meetings with the external and internal auditors or both excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

5. COMMUNICATION TO THE BOARD

- i. The minutes of each Committee meeting shall be tabled to the Board for notation.
- ii. The Committee may from time to time submit to the Board its recommendation on matters within its purview for the Board's decision.
- iii. Where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the ACE Market Listing Requirements of Bursa Securities, the Committee must promptly report such matter to Bursa Securities.

6. GENERAL MEETINGS

The Chairman of the Committee should attend the general meetings of the Company to answer any questions relating to the Committee's activities.

This Terms of Reference was reviewed and adopted by the Board on 23 November 2023.