

GEORGE KENT (MALAYSIA) BERHAD

(Company No. 1945-X)

TERMS OF REFERENCE FOR RISK MANAGEMENT COMMITTEE

Constitution

1. The Risk Management Committee (“RMC”) was established by the Board of Directors (“the Board”) of the Company on 30 September 2002.

Membership

1. The RMC shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members.
2. The members of the RMC shall select a Chairman from among their members.
3. If a member of the RMC resigns, dies or for any other reason ceases to be a member, the Board, within three months of that event, appoint a new member as replacement.

Authority

1. The RMC is authorised by the Board to oversee the Group’s risk management framework and policies.
2. The RMC is authorised by the Board to obtain other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties and Responsibilities

1. The duties and responsibilities of the RMC shall be:
 - (a) to ensure a sound risk management framework is in place to identify, assess, manage and monitor key business risks, e.g. strategic, operational, financial and compliance risks;
 - (b) to review the adequacy of the Group’s risk management framework and assess the resources and knowledge of the Management and employees involved in the risk management process; and
 - (c) to review the Group’s risk profile and risk tolerance, and plans to mitigate risks as identified from time to time.

Attendance at Meetings

1. At the invitation of the RMC, the Internal Audit Manager and the Head of Finance & Control shall normally attend meetings. Other Board members shall also have the right of attendance.
2. The Internal Audit Manager shall be the Secretary of the RMC.

Frequency of Meetings

1. Meetings shall be held twice a year or at such other time(s) as deemed necessary to fulfil the RMC's responsibilities.
2. The quorum for the RMC shall consist of a majority of members.

Reporting Procedures

The Secretary shall circulate the minutes of RMC meetings to all its members.

Date: 19 March 2018