



ICT ZONE ASIA BERHAD

Registration No. 201901003459 (1312785-X)
(Incorporated In Malaysia)

TERMS OF REFERENCE FOR AUDIT AND RISK MANAGEMENT COMMITTEE

1. OBJECTIVE

The primary objective of the terms of reference of the Audit and Risk Management Committee of ICT Zone Asia Berhad (“**ICT Zone Asia**” or “**the Company**”) 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.

2. COMPOSITION

The Audit and Risk Management Committee shall consist of not less than three (3) members and shall comprise exclusively of independent and non-executive directors and who shall not include the chairman of the Board. In this respect, the criteria for independence of the “independent directors” shall be as defined under the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**ACE LR**”).

No alternate director shall be appointed as 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 is:

- (a) Must be a member of the Malaysian Institute of Accountants (“**MIA**”); or
- (b) If he is not a member of the MIA, he must have at least three (3) years' working experience and:
 - (i) Has passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - (ii) Is a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
- (c) Fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

The Audit and Risk Management Committee shall elect a chairman from among its members and the elected chairman shall be an independent director. The chairman of the Audit and Risk Management Committee shall not be the chairman of the Board.

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.

3. TERM OF OFFICE

The term of office and performance of the Audit and Risk Management Committee and each of its members shall be reviewed by the Nominating 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, dies 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.

4. AUTHORITY

- (a) 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 ICT Zone Asia and its subsidiaries ("**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.
- (b) 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.
- (c) 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.
- (d) Where the Audit and Risk Management Committee is of the view that the matter, they reported to the Board has not been satisfactorily resolved, resulting in a breach of the ACE Market Listing Requirements of Bursa Securities ("**ACE LR**"), the Audit and Risk Management Committee shall promptly report such matter to Bursa Securities.
- (e) 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.
- (f) The internal auditors report directly to the Audit and Risk Management Committee and shall have direct access to the chairman 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.

5. 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

The Audit and Risk Management Committee shall 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

The Audit and Risk Management Committee shall also be responsible for the:-

- (i) Consideration of 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) Review of the risk profile of the Group and to evaluate the measures taken to mitigate the business risks;
- (iii) Review of the adequacy of the management's response to issues identified to risk registers, ensuring that the risks are managed within the Group's risk appetite.
- (iv) Assessment of processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;
- (v) Ensuring that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored;
- (vi) Review of the extent of compliance with established internal policies, standards, plans and procedures;

- (vii) Obtaining of the assurance that proper plans for control have been developed prior to the commencement of major areas of change within the Group;
- (viii) Making of recommendations 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;
- (ix) Review and recommendation of changes as needed to ensure that the Group has in place at all times a risk management policy which address the strategies, operational, financial and compliance risk;
- (x) To review of the Statement on Risk Management and Internal Control ("SORMIC") and ensure its adequacy, relevance, and consistency with internal risk and control practices before recommending it to the Board for approval; and
- (xi) Reporting to the Board 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

The Audit and Risk Management Committee shall:-

- (i) 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) review the adequacy of the scope, functions, competency and resources, and that it has the necessary authority to carry out its work;
- (iii) 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) 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) 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) review and recommend to the Board for approval on 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) request and review any special audit which the Audit and Risk Management Committee deems necessary; and
- (viii) consider the major findings of internal investigations and management's response.

(d) External Audit

The Audit and Risk Management Committee shall:-

- (i) 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) assess or determine the suitability and independence of the external auditors, the Audit and Risk Management Committee shall take into consideration the following:
 - (1) the adequacy of the experience and resources of the external auditors;
 - (2) the persons assigned to the audit;
 - (3) the accounting firm's audit engagements;
 - (4) the size and complexity of the listed corporation's group being audited;
 - (5) the number and experience of supervisory and professional staff assigned to the particular audit;
 - (6) 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;
 - (7) 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
 - (8) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit and avoid situations where the audit firm inadvertently assumes the responsibilities of management in the course of providing non-audit services or tenure of the external auditor.
- (iii) review the followings matters arising concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;
 - (1) to review any letter resignation from the external auditors of the listed corporation;
 - (2) to review the suitability of re-appointment of the external auditors of the listed corporation; and
 - (3) to recommend the nomination of a person or persons as the external auditors of the listed corporation.

- (iv) review the external auditor's audit report, management letter and management's response to the management letter;
- (v) 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;
- (vi) review the external auditors' audit plan, 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;
- (vii) review with the external auditors the SORMIC of the Group as prescribed in the ACE LR for inclusion in the annual report; and
- (viii) conduct an annual evaluation of the performance of the external auditor and undertake follow-up measures, where required.

(e) Related Party Transactions/Conflict of Interest Situations

The Audit and Risk Management shall 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 and the measures taken to resolve, eliminate, or mitigate such conflicts.

(f) Audit and Risk Management Report

The Audit and Risk Management Committee shall 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

The Audit and Risk Management Committee shall be responsible for:-

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

(h) Other Matters

- (i) To review all financial-related reports/statements or any other reports/statements as required by the ACE LR, for inclusion in the annual report.
- (ii) To verify the allocation of options pursuant to the share issuance scheme or the allocation of shares pursuant to any incentive plan for employees of the Group at the

end of each financial year as complying with the criteria which is disclosed to the employees and make a statement in the annual report that such allocation has been verified;

- (iii) To review and access the adequacy and effectiveness of the whistleblowing policy and to perform the oversight function over the administration, as approved and adopted by the Board. The Audit and Risk Management Committee shall ensure that the Policy upholds the values of transparency, integrity, impartiality, and accountability in the conduct of the Group's business. Whistleblowing concerns raised through the designated channel shall be received directly by the Chairperson of the ARMC and appropriately escalated, investigated, and resolved; and

- (iv) To perform such other functions as may be requested by the Board.

6. 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 chairman's discretion. Other than in circumstances which the chairman of the Audit and Risk Management Committee considers inappropriate, the managing directors, executive directors, group accountants, the representatives of the internal auditors and external auditors will attend any meeting of the Audit and Risk Management Committee to make known their views on any matter under consideration by the Audit and Risk Management Committee or which in their opinion, should be brought to the attention of the Audit and Risk Management Committee. Other Board members, management, and external professional advisers shall attend any meetings upon invitation by the Audit and Risk Management Committee. Where necessary, the Audit and Risk Management Committee shall meet with the external auditors without the presence of any managing director, executive directors and members of the management.

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

Subject to the notice and quorum requirements as provided in the 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.

7. QUORUM

The quorum for a meeting of the Audit and Risk Management Committee shall consist of two (2) members who are independent directors.

8. 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, any other person required to attend and all other non-executive directors, 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.

9. 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. 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.

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Audit and Risk Management Committee and also to the other members of the Board.

The minutes of the Audit and Risk Management Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

10. WRITTEN 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.

11. REVISION AND UPDATES

The Audit and Risk Management Committee shall recommend any changes to its terms of reference in such manner as the Audit and Risk Management Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are any changes to the Malaysian Code on Corporate Governance, ACE LR or any other regulatory requirements. It shall also be reviewed and updated when any changes to the direction or strategies of the Group may affect the Audit and Risk Management Committee's role.

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