



SUNWAY BERHAD

Registration No. 201001037627 (921551-D)

TERMS OF REFERENCE OF RISK MANAGEMENT COMMITTEE

REVISED ON 26 NOVEMBER 2024

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1. INTRODUCTION

The Risk Management Committee ("**Committee**") is a committee of the Board of Directors ("**Board**") established pursuant to the Malaysian Code on Corporate Governance. The terms of reference governs the processes of this Committee and outlines the policies, procedures and guidelines in relation to the risk management and compliance frameworks of the Company and its group of subsidiaries ("**Group**").

2. COMPOSITION

- a. The Committee shall be appointed by the Board of Directors and shall comprise a majority of Independent Directors. The Committee shall comprise not less than 3 members. The appointment terminates when a member ceases to be a Director.
- b. No alternate Director shall be appointed as a member of the Committee.
- c. The Board shall, upon recommendation of the Nomination and Remuneration Committee, appoint the Chairperson of the Committee, who shall be an Independent Director.
- d. In the event of any vacancy in the Committee resulting in the number of members being reduced to below 3, the Board shall, within 3 months, fill the vacancy.
- e. The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee.
- f. Members of the Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary.

3. DUTIES AND RESPONSIBILITIES

The Committee oversees the Group's overall risk management and compliance frameworks and all its related policies. The Committee reviews these frameworks and processes to ensure that they remain relevant for use, and monitors the effectiveness of risk treatment/mitigation action plans for the management and control of the key risks.

The Committee is accountable to the Board and is responsible to advise the Board on the adequacy and effectiveness of the risk management and compliance frameworks.

The Committee's main duties and responsibilities include the following:-

- a. reviewing and recommending for the Board's approval, the appropriate risk management and compliance frameworks;

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- b. reviewing and assessing the relevance and adequacy of the risk management and compliance frameworks, governance structure and processes and its continuous benchmark against relevant standards;
- c. reviewing and recommending risk management strategies, policies and level of risk tolerance for the Board's approval;
- d. identifying, assessing and monitoring the effectiveness of risk treatment/mitigation action plans for the management and control of key business risks as well as material sustainability-related risks;
- e. ensuring infrastructure, resources and systems are in place and adequate for the risk management and compliance functions;
- f. reviewing management's periodic reports on risk exposure, risk profile, risk mitigation and compliance activities to ensure adequacy and effectiveness;
- g. reviewing the Group's risk category and risk appetite with management and assessing whether the Group's strategies are consistent with the agreed-upon risk category and risk appetite for the Group and recommend the aforesaid to the Board for approval on an annual basis;
- h. reviewing the enterprise risk rating and determine the critical risks to be escalated to the Board on a quarterly basis;
- i. promoting better governance culture and ethical behaviour within the Group by ensuring that structured policies and procedures on anti-bribery and corruption, anti-money laundering, anti-terrorism financing and proceeds of unlawful activities and other Group-wide mandatory policies are in place;
- j. reviewing bribery and corruption, money laundering, terrorism financing and proceeds of unlawful activities risks as part of the quarterly and annual risk assessment of the Group;
- k. ensuring proactive and effective measures in monitoring and mitigating material sustainability-related risks which could affect the Group's assets;
- l. reviewing of new ventures, investments or land acquisitions involving a new country or new sector, in accordance with established threshold in the approved Discretionary Authority Limit Policy, focusing on the evaluation of the associated risks, and advising on potential risk response strategies and risk mitigation actions that need to be adopted for such endeavours; and
- m. reviewing the Statement on Risk Management and Internal Control for inclusion in the Company's Integrated Annual Report to ensure that the relevant information as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad are disclosed, and to recommend the same for the approval of the Board.

The Committee shall be assisted by the Group Risk & Compliance Division ("**GRC**").

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4. RIGHTS AND AUTHORITY

The Committee will have authority to engage and authorise expenses for independent consultants and other advisors as the Committee deems necessary to perform its duties.

The Committee may conduct or may authorise a third party to conduct specific assessment into any activity or function within the Group so far as it relates to the duties of the Committee and is in accordance with this terms of reference.

The Committee is authorised to make recommendations to the Board on appropriate actions to be taken, resulting from such assessment.

The Committee will have access to all books, records, facilities and personnel of the Group necessary for the Committee to discharge its duties and responsibilities.

5. MEETINGS

- a. The Committee shall meet at least quarterly in a year. Additional meetings may be called at any time at the Committee Chairperson's discretion.
- b. The quorum for the Committee meeting shall be 2 members, who must be Independent Directors.
- c. The Head or representative of GRC shall be in attendance at all meetings to present and discuss the risk management reports and other related matters as well as the recommendations relating thereto and to follow-up on all relevant decisions made. Other members of Management may attend the meetings by invitation of the Committee.
- d. A meeting of the Committee shall normally be conducted face to face to enable effective discussion. However, meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the Committee.

6. REPORTING

The Chairperson of the Committee shall report the proceedings of each Committee meeting to the Board and update the Board on significant issues and concerns discussed if so required, and where appropriate, make necessary recommendations to the Board.

7. SECRETARY

The Secretary to the Committee shall be the Company Secretary.

The Secretary of the Committee shall be responsible, with the concurrence of the Chairperson, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to the members prior to each meeting.

The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

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8. RESOLUTION IN WRITING

A resolution in writing signed or approved by electronic mail or any form of electronic approval or electronic signature via software, electronic devices or other means of communication apparatus or devices by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be forwarded or otherwise delivered to the Company Secretary and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

9. REVIEW

The terms of reference shall be subject to periodic review to ensure that it remains relevant and updated in line with the best practices. Any amendments herein must be approved by the Board.