



**TERMS OF REFERENCE
RISK MANAGEMENT COMMITTEE
(VERSION 6.0)**

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1. OBJECTIVE

- 1.1 To oversee the Company's risk management matters including but not limited to framework, policies and procedures.
- 1.2 To review the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate for effective implementation of risk mitigation plans.

2. COMPOSITION

- 2.1 The Risk Management Committee ("RMC") shall be appointed by the Board of Directors ("Board") from among the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent.
- 2.2 The RMC shall comprise a minimum of three (3) members, with a majority of whom are Independent Directors.
- 2.3 In the event of any vacancy that reduces the RMC membership to fewer than three (3) members, the Board shall fill the vacancy within three (3) months
- 2.4 A RMC member who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he/she retires or resigns. The membership of the RMC shall terminate upon cessation of him/her as a Director of the Company, or as determined by the Board.

3. QUORUM

Two (2) members shall form a quorum for a meeting with a majority of the members shall be Independent Directors.

4. CHAIRMAN

The RMC members shall elect a Chairman from among the members who shall be an Independent Director. In the absence of the Chairman of the RMC, the remaining members present shall elect one (1) of the members as Chairman of the meeting.

5. SECRETARY

The Secretary of the RMC shall be the Company Secretary or his representative.

6. AUTHORITY

The RMC shall, in accordance with procedures determined by the Board and at the cost of the Company:

- (i) have the resources required to perform its duties;
- (ii) have full and unrestricted access to the Company's records, properties and personnel; and
- (iii) be able to obtain other professional's advice or other advices.

7. SCOPE OF RESPONSIBILITY

The responsibility of the RMC shall include the following:

- 7.1 To define and recommend the principles, framework and process for managing risks within the Group for Board's consideration and approval.
- 7.2 To review and approve any changes to the risk management principles, framework and process arising from the RMC recommendations or the Board's decision to ensure the said principles, framework and process remain and/or continue to be relevant for use.
- 7.3 To review and recommend the Group's annual risk profile, which specifies key risks for Board's approval.
- 7.4 To review, monitor and assess the effectiveness of risk treatment or mitigation action plan implemented by Management.
- 7.5 To review new projects or products to ensure the appropriate and relevant risks have been adequately addressed before submission to the Board for approval.
- 7.6 To review, where necessary, together with other committees, Management, Internal Auditors, External Auditors and other parties, any significant risks that could affect the Group and assess the steps that the Management has taken to manage such risks.
- 7.7 To review the annual risk management report on adequacy and effectiveness of risk management within the Group.
- 7.8 To benchmark the risk management practices of the Group against international recognised standards.
- 7.9 To review the compliance framework, plan and the scopes of work of the compliance function.
- 7.10 To monitor the overall compliance of the internal policies, statutory and regulatory requirements as well as guidelines for the Group.

- 7.11 To oversee ethical and related matters among employees of the Group.
- 7.12 To review, assess and oversee the management of bribery and corruption risk, to ensure it is in line with the anti-bribery and anti-corruption commitment and risk appetite of the Board, towards achieving the Group's mission, vision, strategies and business objectives.
- 7.13 To review sustainability progress reported by the Sustainability Steering Committee and provide recommendation on sustainability strategy, initiatives and development related matters.
- 7.14 To review and approve sustainability-related policies, targets and market disclosures and to engage leadership to provide sustainability oversight and strategic guidance.

8. MEETING

- 8.1 The RMC shall meet at least twice a year and at such other times as the RMC Chairman deems necessary. Any member may request a meeting at any time and the Secretary shall on the requisition of the member, convene a meeting of the RMC. The RMC may invite any personnel and/or independent parties to attend the meeting, when necessary.
- 8.2 Notices and meeting materials shall be circulated at least five (5) business days in advance or a shorter period where unavoidable, through the post, facsimile, electronic mail or by any means of telecommunication.
- 8.3 The Secretary shall be responsible for keeping the minutes of meeting of the RMC and circulating the confirmed minutes to NC members. The RMC members may inspect the minutes of the RMC at the registered office or such others place as may be determined by the RMC from time to time. The Secretary shall circulate minutes of the RMC meeting to all members of the Board
- 8.4 All decisions are to be determined by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote, provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.
- 8.5 Where necessary and appropriate, any decision of the RMC can also be made or passed by way of a written circular resolution.

8.6 A meeting may be convened using telephone and/or the contemporaneous linking together by telephone or such other electronic communication media of the RMC members with not less than the quorum shall deemed to constitute a RMC meeting wherever in the world, as long as:

- (i) the quorum is met;
- (ii) at the commencement of the meeting, each RMC member acknowledges his presence to all other members taking part and such participation shall be deemed to be his presence in person;
- (iii) each RMC member that takes part is able to be heard and hears other members' subject as mentioned throughout the meeting; and
- (iv) the RMC members present at the commencement of the meeting shall not leave the meeting by disconnecting the telephone and shall be deemed to have been conducted validity notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the members during disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

9. REVIEW OF THE TERMS OF REFERENCE

The RMC shall review and recommend any changes to its Terms of Reference("TOR") as deems appropriate for the Board's approval. The TOR shall be reviewed at least once for every three (3) years, or as and whenever necessary, to reflect changes in regulatory requirements or the Group's operational needs.



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