ADVANCE INFORMATION MARKETING BERHAD

Registration No. 200401006266 (644769-D)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE ("AC")

1. OBJECTIVE

The primary objective of the AC is to provide independent oversight of the Group's financial reporting process and practices, system of internal control, audit activities, risk management and corporate governance.

2. COMPOSITION

The members of AC shall be appointed by the Board of Directors (the "Board") from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, witha majority of them being independent. The Chairman of the Board shall not be a member of the AC.The AC shall elect a Chairman from among its members and the elected Chairman shall be an Independent Director.

All members of AC should be financially literate, competent and are able to understand matters under the purview of the AC in this terms of reference including the financial reporting process.

The Board shall at all the times ensure that at least one (1) member of the AC:

i) Must be a member of the Malaysian Institute of Accountants ("MIA"); or

ii) If he is not a member of the MIA, he must have at least three (3) years' working experience and:

   a) Passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
   b) Must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or

iii) Fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.

No alternate Director shall be appointed as a member of the AC. The appointment of AC member who is a former partner of the external audit firm of the Company shall observe a cooling period of at least three (3) years to safeguard the independence of the audit and preparation of the Company's financial statements.

The term of office and performance of the AC and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the AC resigns 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 or such period as provided in the Listing Requirements, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

i) The AC is authorised by the Board to investigate any matter within the AC's terms of reference. It shall have full and unrestricted access to any information pertaining to the Company or Group and shall have the resources it requires to perform its duties. All employees of the Company or Group are required to comply with the requests made by the AC.

ii) The AC 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.

iii) The AC shall have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity.

iv) The AC shall be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary, in order to enable the AC 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 AC.

v) The internal auditors report directly to the AC and shall have direct access to the Chairman of the AC 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 AC. The AC is also authorised by the Board to obtain information on any resignation of internal audit staff members and provide the staff member with an opportunity to submit his reasons for resigning.

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the AC shall undertake, amongst others, the following duties and responsibilities :-

(a) Financial Reporting

To review the quarterly and annual financial statements of the Group prepared by the management, where necessary, together with the external auditor, focusing particularly on:

- Any significant changes to accounting policies and practices;
- Significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how thesematters are addressed;
- Significant adjustments arising from the audit;
- Compliance with accounting standards and other legal requirements; and
- Going concern assumption.

(b) Risk Management and Internal Control

i) To consider the effectiveness of the internal control system and risk management framework adopted within the Group and to be satisfied that the methodology employed;

ii) 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;

iii) To assess processes and procedures to ensure compliance with all laws, rules and regulations, directives and guidelines established by the relevant regulatory bodies;

iv) To ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored;

v) To cause reviews to be made of the extent of compliance with established internal policies, standards, plans and procedures;

vi) To obtain assurance that proper plans for control have been developed prior to the commencement of major areas of change within the Group;

vii) To recommend 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 AC itself; and

viii) To report 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

i) To review the effectiveness of internal audit function, including the ability, competency, qualification, and independence of the internal audit team and/or outsourced internal auditors (if any) to perform its duties;

ii) To review the adequacy of the scope, functions competency and resources, and that it has the necessary authority to carry out its work;

iii) To 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) To 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) To ensure the internal audit team and/or outsourced internal auditors has full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties;

vi) To review 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; and

vii) To request and review any special audit which the Committee deems necessary.

(d) External Audit

i) To review the external auditors' audit plan, nature and scope of the audit plan, audit report, evaluation of internal controls and co-ordination of the external auditors;

ii) To review the annual performance assessment, including the suitability and independence of the external auditors and make recommendations to the Board, the appointment or re-appointment of the external auditors;

iii) In assessing or determining the suitability and independence of the external auditors, the AC shall take into consideration of the following :-

- The adequacy of the experience and resources of the external auditors;
- 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;
- The nature of the non-audit services provided by the external auditor and fees paid for such services relative to the audit fee; and
- Whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the external auditor.

iv) To review any matters arising concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors;

v) To review the external auditor's audit report, management letter and management's response to the management letter;

vi) To be advised of 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;

vii) To review the external auditors' findings arising from audits, particularly any comments and responses in audit recommendations as well as the assistance given by the employeesof the Group in order to be satisfied that appropriate action is being taken; and

viii) To review with the external auditors the Statement on Risk Management and Internal Control of the Group for inclusion in the Annual Report.

(e) Related Party Transactions and/or Recurrent Related Party Transactions and Conflict of Interest and/or Potential Conflict of Interest Situations

To review any related party transactions and/or recurrent related party transactions and conflict of interest and/or potential conflict of interest situations that arose, persist or may arise within the Company or 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) AC Report

To prepare the annual AC Report, which includes the composition of the AC, the number of meetings held, a summary of its activities and the existence of internal audit function and summary of the activities for inclusion in the Annual Report and to review the various governance disclosures in compliance with the Listing Requirements and Malaysian Code of Corporate Governance for inclusion in the Annual Report.

(g) Other matters

i) 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;

ii) To exercise its powers and carry out its responsibilities as may be required from time to time under the Whistleblower Policy of the Group; and

iii) To carry out any other function entrusted by the Board to the AC.

5. MEETINGS

The AC shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the AC Chairman's discretion. Other Board members, employees, Group Accountants, the representatives of internal auditors, external auditors, and other external professional advisers shall attend any particular meetings upon invitation by the AC subject to the criteria in Paragraph 14 of the Board Charter. Where necessary, the AC shall meet with the external auditors without the presence of any Executive Directors and members of the management.

In the event the elected Chairman is not able to attend a meeting, a member of the AC shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meetings of the AC may be held and conducted through any mode of communication which allows all committee members and invitees the opportunity to participate in the meeting. A member participating in the meeting and shall be counted in a quorum and entitled to vote accordingly.

Unless otherwise agreed, a notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each AC member, any other person required to attend and all other Non-Executive Directors, no later than seven (7) days before the date of the meeting. Discussion papers shall be sent to AC members and to other attendees as appropriate, at the same time.

6. QUORUM

The quorum for a meeting of the AC shall consist of not less than two (2) members, the majority of members present must be Independent Non-Executive Directors.

7. SECRETARY AND MINUTES

The Company Secretary or other persons authorised by the Board shall act as the Secretary of the AC. The Company Secretary shall record, prepare, and circulate the minutes of the meetings of the AC and ensure that the minutes are properly kept and produced for inspection if required. The AC shall report to the Board, and the minutes of each meeting shall be tabled to the Board for notation.

8. CIRCULAR RESOLUTION

A resolution signed by a majority of the AC shall be as valid and effectual.

9. REVISION AND UPDATES

This Terms of Reference will be reviewed and updated periodically to ensure it remains consistent with the AC's objectives and responsibilities, current listing and regulatory requirements, and corporate governance best practices. Any updates and amendments will be recommended by the AC for the Board's approval.

This Terms of Reference was reviewed and adopted by the Board on 21 August 2026.

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