

**ADVANCE INFORMATION MARKETING BERHAD**  
**(Registration No. 200401006266 (644769-D))**  
**(Incorporated in Malaysia)**

**TERMS OF REFERENCE FOR THE RISK MANAGEMENT COMMITTEE (“RMC”)**

**1. OBJECTIVE**

The primary objective of the Risk Management Committee (“RMC”) is to oversee and report the effectiveness and adequacy of the Group’s risk management framework and processes to the Board.

**2. COMPOSITION**

The members of the RMC shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, with a majority of them being Non-Executive. The RMC shall elect a Chairman from among its members and the elected Chairman shall be an Independent Director.

The term of office and performance of the RMC 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 RMC 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, appoint such number of new members as may be required to make up the minimum number of three (3) members.

**3. AUTHORITY**

- (i) The RMC is authorised by the Board to seek any information it requires from Management of the Company in order to perform its duties.
- (ii) The RMC is authorised by the Board to obtain external, independent professional or legal advice on any matters within its terms of reference if it considers this necessary, the expenses of which will be borne by the Company subject to the criteria in para 15.2 of the Board Charter.
- (iii) The RMC is authorised to invite directors, employees, and external consultants to attend and provide explanation in the meeting on matters within its scope of responsibilities.

**4. DUTIES AND RESPONSIBILITIES**

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

- i) To oversee the implementation of risk management framework and assess its adequacy and effectiveness including identification, mitigating, managing, and monitoring the Group’s risks;

- ii) To review risk management procedures and any matters concerning key risk exposure, the establishment of risk appetite and tolerance, and managing the risk identified including operational, cyber, corruption, sustainability risks or any other related risk;
- iii) To review and stay abreast of any new or emerging threats or risks and assess the adequacy and effectiveness of Management's mitigation plan;
- iv) To review the disclosure of Statement on Risk Management and Internal Control in compliance with the Listing Requirements and shall include the key risks and controls in place to mitigate or treat such risks.

## **5. MEETINGS**

The RMC shall meet as and when necessary. Additional meetings can be called at any time at the RMC Chairman's discretion. Other Board Members, employees and external professional advisers shall attend the meeting upon invitation by the RMC.

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

Subject to the notice and quorum requirements as provided in the Terms of Reference, meetings of the RMC may be held and conducted through any mode of communication which allow all RMCs and other invitees the opportunity to participate in the meeting. A member participating in the meeting shall be counted in a quorum and be 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 member of the RMC, 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 for the agenda shall be sent to RMC Members and other attendees as appropriate, at the same time.

## **6. QUORUM**

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

## **7. SECRETARY AND MINUTES**

The Company Secretary or other person authorised by the Board shall act as the Secretary of the RMC. The Company Secretary shall record, prepare, and circulate the minutes of the meetings of the RMC and ensure that the minutes are properly kept and produced for inspection if required. The RMC 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**

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

**END**