

**EWEIN BERHAD**

Company No: 200601023136 (742890-W)

**RISK MANAGEMENT COMMITTEE  
TERMS OF REFERENCE****1. Membership**

- 1.1. Members of the Risk Management Committee (RMC) shall be appointed by the Board of Directors ("Board") of Ewein Berhad ("Ewein").
- 1.2. The RMC shall consist of at least three (3) members of which the majority must be independent executive or non-executive directors.
- 1.3. The Board shall appoint an independent non-executive director to be the Chairman of the RMC. In the absence of the RMC Chairman and an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Only members of the RMC have the right to attend RMC meetings. However, other individuals such as the Chief Executive Officer, the Head of Human Resources, and external advisors may be invited to attend for part or all of any meeting as and when the NC deems appropriate.

**2. Secretary**

- 2.1. The Company Secretary or its nominee shall act as the Secretary of the RMC.

**3. Quorum**

- 3.1. The Quorum necessary for the transaction of business shall be two (2).
- 3.2. A Quorum present at a duly convened RMC meeting shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the RMC.

**4. Meetings**

- 4.1. The RMC shall hold meetings as and when the Chairman of the RMC requires.

**5. Notice of Meetings**

- 5.1. Meetings shall be summoned by the Secretary of the RMC at the request of any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date along 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. Supporting papers shall be sent to RMC members and to other attendees accordingly.

**6. Minutes of Meetings**

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- 6.1. The Secretary shall minute the proceedings and resolutions of all RMC meetings, including the names of those in attendance.
- 6.2. Minutes of RMC meetings shall be circulated promptly to all members and, once agreed, to all members of the Board, unless a conflict of interest exists.

**7. Annual General Meeting**

- 7.1. The Chairman of the RMC shall attend the Annual General Meeting (AGM) to respond to any questions shareholders have about RMC activities.

**8. Duties & Responsibilities**

- 8.1. Oversee the risk management matters relating to the activities of Ewein and its subsidiaries (“Group”).
- 8.2. Assist the Board to fulfill its responsibilities with regard to risk governance and risk management in order to manage the overall risk exposure of the Group.
- 8.3. Oversee the risk management matters of the Group, which include identifying, managing, monitoring, treating, and mitigating significant risks across the Group
- 8.4. Review, monitor, and assess the risk appetite and risk tolerance for the Group.
- 8.5. Review the frameworks, policies, and guidelines for managing risks within the Group and, where required, recommend the same for approval by the Board.
- 8.6. Review and recommend the annual Risk Management Framework for approval by the Board.
- 8.7. Review and deliberate the reports on significant risk findings and recommendations.
- 8.8. Review, monitor, and assess the effectiveness of the Group’s implementation of risk treatment/mitigation action plan(s) for the management and control of the key risks, including cyber risk and resilience as well as sustainability and climate-related risks.
- 8.9. Review and keep updated on any new or emerging trends of threats, including cyber threats, sustainability and climate-related risks so as to ensure that the Management continues to promote risk awareness at all levels within the Group.
- 8.10. Review, if necessary along with other Committees, the Management, Internal Audit, and external auditors, any significant risks that could affect the Group and assess the steps that the Management has taken to manage such risks.
- 8.11. Review the adequacy of resources allocated for effective management of risk within the Group and issue reports at least once a year to the Board.

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- 8.12. Conduct investigations into any matters within the scope of responsibilities and obtain advice and assistance from external parties, if necessary, to perform duties and responsibilities.
- 8.13. Review RMC Terms of Reference annually.

**9. Reporting Responsibilities**

- 9.1. The RMC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

**10. Other**

- 10.1. The RMC shall, at least once a year, review its own performance, constitution, and Terms of Reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

**11. Authority**

- 11.1. The RMC shall:
  - 11.1.1. Have the authority to make decisions on matters which fall within the purpose and responsibilities of the RMC.
  - 11.1.2. Have the authority to seek information and have unrestricted access to information pertaining to the Group and the Management, to fulfill its primary purpose and responsibilities.
  - 11.1.3. Make recommendations to the Board on matters which warrant the attention of the Board.

The Risk Management Committee Terms of Reference has been adopted by the Board on 23 February 2022.