



TITIJAYA LAND BERHAD

(1009114-M)

TERMS OF REFERENCE

FOR

BOARD

RISK MANAGEMENT

COMMITTEE

1.0 COMPOSITION

- 1.1 The Board Risk Management Committee (“BRMC” or “Committee”) shall be formed by the Board of Directors of the Company (“Board”) and the BRMC shall be appointed by the Board from amongst the Board members.
- 1.2 The functions and authority of the BRMC extend to Titijaya Land Berhad and all its subsidiaries as well as joint venture and associates companies where management’s responsibility is vested on Titijaya Land Berhad or subsidiaries of TLB (collectively referred to as “Titijaya” or “Company”)

2.0 OBJECTIVE AND SCOPE

- 2.1 The primary objective of BRMC is to review and deliberate on the Company risks (whether financial and non-financial) which are identified and assessed by the BRMC.
- 2.2 The BRMC is assisted by the Management-level Risk Management Committee (“MRMC”) The MRMC is responsible for formulating the risk management policy, monitoring its implementation ensure principle risks are identified with appropriate controls put in place and periodical risk reports are submitted to the BRMC.

3.0 ROLES AND RESPONSIBILITY

The role and responsibility of the BRMC including the following:-

- (a) Provide insight, guidance and direction to the Company’s risk management function and process;
- (b) Recommend to the Company’s risk management policies, strategies and risk tolerance levels, and any proposed changes thereto for the Board’s consideration and approval;
- (c) Review the risk identification and management process developed by MRMC;
- (d) Enquire the Company and the independent auditor about the exposure to such risks in relation to significant business, political, financial and control risk; and
- (e) Perform any other roles and responsibilities as may be required by the Board from time to time and/or which are related to the objectives of the Committee.

4.0 COMMITTEE MEMBERS, REPORTING AND AUTHORITY

4.1 Membership

- 4.1.1 The members of the BRMC shall be appointed by the Board of the Company and shall consist of not less than three (3) members, a majority of whom shall be Independent Non-Executive Directors.
- 4.1.2 The Chairman of the Committee shall be Independent Non-Executive Director.
- 4.1.3 If the membership for any reason falls below three (3) members, the Board shall, within three (3) months of that event, appoint such number of new members as may be required to fulfil the minimum requirement.
- 4.1.4 The appointment of a BRMC member shall terminate when the member ceases to be a Director, or as determined by the Board.

4.2 Reporting

- 4.2.1 Minutes of the BRMC meetings shall be tabled at the meeting of the Board.
- 4.2.2 The BRMC, through its Chairman, shall report matters that are deliberated at BRMC meeting(s) and make the necessary recommendations (if any) to the Board for the Board's deliberation and decision.

4.3 Authority

- 4.3.1 The BRMC has the authority to carry out the functions as stated in the terms of reference and report to the Board with recommendations.
- 4.3.2 The BRMC shall have the authority to provide objective and independent views on any specific risks and also on the overall effectiveness of the risk management framework of the Company.
- 4.3.3 The BRMC wherever necessary and reasonable for the performance of its duties, shall in accordance with the same procedures adopted by the Board.
- 4.3.4 Have full and unrestricted access to any employee and information pertaining to the Company.

- 4.3.5 Have full support of the MRMC and any other units/departments within the Company as it may deem necessary.

4.4 Casting Vote

Any matter to be voted upon shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the BRMC shall have a casting vote.

5.0 MEETINGS

5.1 Notice

Unless a meeting is called on a short notice basis, the agenda for each meeting shall be circulated at least three (3) working days before each meeting to the BRMC and all those who are required to attend the meeting.

5.2 Quorum

5.2.1 The quorum for a meeting of the BRMC shall be majority members, present in person or by telephone or other telecommunication device that permits all person participating in the meetings to speak and hear each other. In the absence of the Chairman, the members present shall elect an Independent Non-executive Director from amongst the members present to be chairman of the meeting.

5.2.2 The meetings of the BRMC shall be attended by the Executive Director, and the Group Chief Financial Officer.

5.2.3 The Secretary of the BRMC shall be the Company Secretary of the Company or any other person as the Committee may decide.

5.3 Frequency of Meeting

Meetings of the BRMC shall be held at least three (3) times in a financial year of the Company.

5.4 Minutes of Meeting

The BRMC shall cause minutes to be duly entered in the books provided for the purpose of all resolution and proceedings of all meetings of the BRMC. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting and if duly signed, shall be conclusive evidence without any further proof of the thereon stated. The minutes of the BRMC meeting shall be available to all Board members.