

**MPHB CAPITAL BERHAD**  
[Registration No. 201201025763 (1010253-W)]

**RISK MANAGEMENT COMMITTEE**

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**TERMS OF REFERENCE**

**1. COMPOSITION OF RISK MANAGEMENT COMMITTEE**

**Chairman**

The Chairman of the Risk Management Committee must be an independent non-executive director.

**Members**

The Board of Directors (“the Board”) shall appoint a committee of non-executive directors to be members of the Risk Management Committee. The Risk Management Committee must consist of at least three members.

**Secretary**

The Company Secretary of MPHB Capital Berhad shall act as the Secretary of the Risk Management Committee.

**2. RESPONSIBILITIES OF THE RISK MANAGEMENT COMMITTEE**

The Risk Management Committee is responsible for:-

- a. Reviewing and recommending the Group’s enterprise risk management framework and risk appetite, for approval by the Board;
- b. Reviewing and assessing the adequacy of the risk management framework implemented;
- c. Reviewing any significant risks that exist in the Group and ensuring the steps taken by Management to mitigate the risks are consistent with its risk appetite.

**3. MEETINGS AND REPORTING PROCEDURES**

- a. The Risk Management Committee shall meet at least once a year and at such other time(s) as it deems necessary to fulfill its responsibilities.
- b. The quorum for the Risk Management Committee shall be two(2).
- c. Other directors and employees shall attend the Risk Management Committee meeting on invitation of the Risk Management Committee.
- d. The Secretary of the Risk Management Committee is responsible for:-
  - i. drawing up the agenda in consultation with the Chairman and to circulate the meeting materials to the members prior to commencement of each meeting;
  - ii. recording the attendance of all members and invitees and
  - iii. preparing and keeping minutes of the meeting.
- e. Minutes of the Risk Management Committee meetings are to be extended to the Board for notation. The Risk Management Committee may time to time submit to the Board its recommendation(s) on matters within its purview, for the Board’s decision.