

Confidential



**GOLDEN PHAROS
BERHAD**

Co. Registration No. 198601003051 (152205-W)

**Terms of Reference of
Risk Management & Sustainability Committee
("RMSC")**

Duly approved and adopted by the Board of Directors of Golden Pharos Berhad
at the Board of Directors' Meeting No. 2/2024 held on 23 April 2024

No.	Items	Terms of Reference
1.	Name	Risk Management & Sustainability Committee (“ RMSC ”)
2.	Objective	The objective of the RMSC is to assist the Board of Directors (“ BOD ”) of Golden Pharos Berhad (“ GPB ”) in fulfilling its oversight responsibilities in relation to the current risk management practice based on the Main Market Listing Requirement (“ MMLR ”) and Malaysia Code on Corporate Governance (“ MCCG ”); and to assist the BOD in fulfilling its oversight responsibilities comprising of environmental, social and governance (“ ESG ”) matters as well as embedding sustainability best practices to the Group in accordance with the MMLR and MCCG.
3.	Authority and Scope	<p>a. The authority and scope of coverage of the Committee is over GPB Group, which includes subsidiary companies.</p> <p>b. The Committee shall have full, free and unrestricted access to relevant records and information of the GPB Group, its properties and personnel in carrying out its duties and responsibilities.</p> <p>c. The Committee is required to promptly report its recommendations to the BOD for its consideration, decision and implementation.</p>
4.	Chairmanship	The Chairman of the Committee shall be appointed by the Board of GPB. The Chairman of the Committee shall provide a leadership and steer the Committee through its decision-making process.
5.	Composition	The composition of the Committee must not be less than three (3) Members. Where the Members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new Members as may be required to make up the minimum number of three (3) Members.
6.	Approval/ Adoption of Terms of Reference (“ TOR ”)	<p>The TOR of RMSC shall be approved by the BOD of GPB.</p> <p>Any revision or amendment to the TOR, as proposed by the Committee, shall be first presented to the BOD for approval.</p>
7.	In Attendance/ Non-Member Invitee	The Chairman may at his absolute discretion, invites any person within GPB Group or any third party i.e. consultants or advisors to assist in resolving and clarifying matters from time to time.
8.	Secretary	The Company Secretary shall act as Secretary of the Committee or in his/her absence, another person authorised by the Chairman of the Committee.
9.	Frequency of Meetings	The meeting shall be held on a quarterly basis. Additional meetings may be convened when required.
10.	Quorum for Meeting	The quorum for a meeting of the RMSC shall be three (3) members. In the absence of the Chairman, the members present shall elect a Chairman from amongst them to Chair the meeting.

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11.	Submission of paper	Submission of papers to the RMSC shall be not later than three (3) days prior to the meeting.
12.	Notice of Meeting	Notice of meeting shall be submitted no later than seven (7) working days prior to the meeting. However, shorter notice may be issued due to the urgency of the matters that need deliberation by the RMSC.
13.	Minutes of Meeting	<p>a. The Secretary shall be responsible, with the concurrence of the Chairman of the Committee, for circulating the agenda and notice of meetings together with supporting explanatory documentation.</p> <p>b. The Secretary shall minute the proceeding and resolutions of all Committee meetings including the names of those present and in attendance.</p> <p>c. The minutes of each Committee meeting shall be circulated to the Committee's Members for approval and adoption at the next committee meeting.</p>
14.	Roles & Responsibilities	<p>The roles and responsibilities of the RMSC shall include the following:</p> <p>(i) <u>Risk Management</u></p> <p>a) to review the context within which risk is managed in relation to the Company's strategic direction and objectives.</p> <p>b) to oversee and provide oversight and direction for the implementation of risk management in the Company and the consistent application of the Enterprise Risk Management ("ERM") principle.</p> <p>c) to oversee the formulation of the Group's overall ERM and strategies, including policies, procedures, systems, capability, and parameters to identify, assess and manage risks, including any new or emerging threat, to ensure they are relevant and appropriate to the Group's position and business.</p> <p>d) to advise and report on the overall risk appetite, tolerance, and strategy on managing business risks.</p> <p>e) to review and deliberate the Management report on the Group's key business risks and to ensure that internal controls and business plans are adequate and effective, and that appropriate timely mitigation measures and actions are taken by Management to address, manage and monitor the risks.</p> <p>f) to recommend to the Board, the approval of and/or amendments to the Group risk management framework and the strategies, including policies, procedures, systems, capability, and parameters, whichever relevant.</p> <p>g) to periodically review the Company's risk management framework and supporting structure.</p> <p>h) to consider the contextual risks and recommend to the Board, the mitigation of the risks identified.</p> <p>i) to review the risk profile of the Group (including risk registers) and risk action plans to manage and/or mitigate business risks as identified from time to time; and</p> <p>j) to review the Group's Statement on Risk Management and Internal Control ("SORMIC") and to recommend it to the Board of Directors for approval and for inclusion in the Annual Report.</p>

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		<p>(ii) <u>Sustainability matters</u></p> <ul style="list-style-type: none"> a) to review and recommend to the BOD for approval the Group's ESG framework and the strategy including related policies, target, priorities and KPIs to measure the Group's performance considering the environment in which the Group operates and the requirement of all stakeholders. b) to recommend to the Board sustainability-related policies for adoption and monitoring the implementation of the policies. c) to oversee the management of sustainability matters, with particular focus on matters material to the organisation. d) to review the materiality assessment process and outcome. e) to oversee the preparation of sustainability disclosures as required by laws and/or rules and recommend it to the Board for approval.