



SPRING ART HOLDINGS BERHAD

TERMS OF REFERENCE OF AUDIT AND RISK MANAGEMENT COMMITTEE

1. PURPOSE

The Audit and Risk Management Committee (the Committee) of the Board of Directors (the Board) of the Spring Art Holdings Berhad (the Company) is responsible to ensure that the auditing, accounting principles and practices are in line with international and Malaysian best practices and conform to all legislative requirements. In this regard, the principal objectives of the Committee are to assist the Board with oversight of: the integrity of the Company's financial statements; the financial reporting process; the systems of internal accounting and financial controls; the performance of the Company's internal audit function; the identification and management of the Company's significant risks; and the Company's compliance with ethics-related policies and legal and regulatory requirements.

2. OPERATING PRINCIPLES

2.1 (a) Functions and Composition –

The Committee shall comprise at least three members of the Board of Directors, as named by the Board. Committee members shall each be independent of Management. The Committee will carry out such functions as are assigned or delegated to it by the Board.

(b) Competencies –

All Committee members appointed to the Committee shall either:

(i) be financially literate, upon appointment, that is, having a basic understanding of finance and accounting and being able to read and understand fundamental financial statements, including a balance sheet, income statement and statement of cash flows; or

(ii) undertake to be financially literate within a reasonable period of time after their appointment to the Committee. The Chair and the Vice-Chair (if appointed) shall have financial expertise. "Financial expertise" means a person who has professional qualifications as an accountant and who has had extensive experience in auditing. Where appropriate, Committee members will enhance their familiarity with financial and accounting practices for the Committee and other areas relevant to their responsibilities by keeping abreast of trends and best practices in these areas including considering topical issues and their application to the Company and by participating in educational sessions or other opportunities for development.

2.2 Chair –

The Chair is a non-ex officio Director, as named by the Board.

2.3 Vice-Chair –

The Vice-Chair may, if the Board considers appropriate, for the purposes of succession planning be appointed from among the non-ex officio Directors, as named by the Board. In the absence of the Chair, if there is a Vice-Chair, the Vice-Chair shall preside at the meeting of the Committee, and while so presiding, shall have all the powers of the Chair. If the Chair or the Vice-Chair is absent or there is no Vice-Chair, a chair shall be appointed by the members present, who shall preside at the said meeting, or until the arrival of the Chair or the Vice-Chair, as the case may be. The Vice-Chair (if appointed) is the Chair's deputy, and shall perform on his behalf such duties as may be delegated by the Chair.

2.4 Quorum –

The presence of two members constitutes a quorum for a meeting of the Committee.

2.5 Voting –

A matter put to a vote at a meeting of the Committee shall be decided by a majority of the votes cast and in the event of an equality of votes its Chair has a second vote.

2.6 Procedure and Conduct –

Subject to any resolution of the Board in respect of a specific matter, the Chair shall determine the procedure at and conduct of meetings of the Committee.

2.7 Secretary and Minutes –

The Corporate Secretary shall be the secretary of the Committee. Copies of the minutes shall be sent by the Corporate Secretary to all Members of the Board once they have been approved by the Committee.

2.8 Frequency and Calling of Meetings –

The Committee will meet at the discretion of the Chair of the Committee, but not less frequently than four times each year.

2.9 Notice of Meetings –

The proper notice period for calling a meeting of the Committee shall be a minimum of 14 days or such shorter notice as agreed by the Committee.

2.10 Private Meetings –

The Committee may meet privately as a committee, and periodically with Management, the external auditor and the heads of enterprise risk management and the internal audit function in separate private sessions.

2.11 Meeting Agenda –

A written agenda for each meeting of the Committee will be distributed to the members of the Committee at least five days in advance of the meeting date, together with any related materials, if available.

2.12 Supplemental Attendees –

Any person who may possess information that would be useful to the Committee in carrying out its duties may be invited by the Chair to attend any meeting of the Committee.

2.13 Term of Appointment/Rotation of Committee Members –

Members of the Committee shall be changed on an appropriate, regular basis. Such change should be on a rotation basis in order to ensure that the entire Committee is not changed at any one time.

2.14 Reporting –

The Committee will, where appropriate, provide a written or a verbal report of each meeting of the Committee at the next regular Board meeting or as may otherwise be required by the Board.

2.15 Review of Charter –

The Committee shall review and assess the adequacy of this charter at least annually. Any proposed amendments to the charter will be considered by the Governance Committee for recommendation to the Board.

2.16 Self-assessment –

An evaluation of the Committee shall be conducted regularly, in which the Committee shall review its performance for the purpose, among other things, of assessing whether the Committee fulfilled the responsibilities and duties stated in this Charter.

2.17 Disclosure –

The Committee shall ensure that this Charter and the composition of the Committee are publicly disclosed.

2.18 Independent Counsel or Other Advisors –

The Committee has the authority to engage outside advisors, including but not limited to counsel, independent audit consultants and/or other experts, as needed, to review any matter under its responsibility, in accordance with the relevant Board resolution or policy. The Committee shall also

assess the independence of External Auditor by yearly basis.

3. PRINCIPAL DUTIES AND RESPONSIBILITIES

3.1 Advice and Recommendations to Board –

In discharging its duties and responsibilities, the Committee relies on the expertise of Management, the Company's internal audit function and the external auditor. Although it does not carry out internal audits, the Committee shall monitor the audit and review the reports, and make reasonable inquiries, to allow it to provide sound advice and recommendations to the Board.

3.2 Investigation –

In assisting the Board in discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, external auditor and personnel of the Company. The Committee shall recommend to the Board that special investigations be conducted into such matters as the Committee may deem appropriate based on information supplied to it.

3.3 Financial Reporting – The Committee shall assist the Board in discharging its oversight role of reliable, accurate and clear financial reporting, including by reviewing the Company's annual financial statements and Management's discussion and analysis (MD&A) prior to approval by the Board, and reviewing, as appropriate, releases to the public of significant non-public financial information. Such review shall include, where appropriate but at least annually, discussion with Management, the internal audit function, and the external auditor, of significant issues regarding accounting principles, the Company's accounting policies, and significant management estimates and judgments, including the quality and acceptability of generally accepted accounting principles (GAAP). The Committee shall satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure in the Company's annual financial statements and MD&A and must periodically assess the adequacy of those procedures.

3.4 Financial Reporting Processes, Accounting Policies and Internal Control Structure – Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations.

The Committee shall seek Management's and the external auditor's views on opportunities to improve the quality of the Company's accounting principles as applied in its financial reporting, inquire into alternative treatments that may have been considered but rejected, review the aggressiveness or conservatism of the Company's accounting principles and estimates, and review instances where the external auditor's advice on accounting or disclosure matters has not been followed. Specifically, the Committee shall assist the Board in its oversight of the financial reporting process of the Company including:

- (a) reviewing and advising the Board with respect to the Company's annual financial statements;
- (b) reviewing and advising the Board with respect to the external auditor's annual audit report;
- (c) reviewing major changes to the Company's auditing and accounting principles and practices as suggested by the external auditor, the internal audit function or Management;
- (d) ensuring that Management has the necessary policies and procedures in place related to internal controls, in accordance with applicable laws, regulations and guidance, to provide reasonable assurance on the adequacy and effectiveness of the Company's internal control

systems; and reviewing the related reporting by Management and the internal audit function on such internal controls;

- (e) reviewing the integrity of the Company's financial reporting processes and the internal control structure;
- (f) reviewing the process relating to and the certifications of the Chief Executive Officer (Managing Director) and the Chief Financial Officer on the integrity of the Company's financial statements;
- (g) reviewing the plan for the annual audit by assessing the reasonableness of the audit scope and plan and determining whether the Company is receiving appropriate audit coverage and overall effort; satisfying itself that the external auditor has considered the work of the internal audit function in developing its overall audit strategy; and, assessing the degree of assurance that the Board will be able to take from the external auditor's work. Accordingly, the Committee should satisfy itself that the audit scope will not be restricted in any way and that key areas of interest to the Board are adequately covered;
- (h) reviewing and monitoring the implementation of recommendations made through the annual audit by the AG and any management letter provided by the external auditor and Management's responses to such reports and any such letter;
- (i) establishing systems of reporting to the Committee by each of Management, the external auditor and the internal audit function regarding any significant judgments made in Management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to required information; and
- (j) through its oversight of the internal audit function, satisfying itself that the Company is maintaining its books of account, records in relation thereto, financial and management control and information systems and management practices in such manner as will provide reasonable assurance that:
 - (i) the assets of the Company are safeguarded and controlled;
 - (ii) the transactions of the Company are in accordance with the requirements of the Statutory Bodies (Accounts and Annual Reports) Act 1980 (Act 240), other legislative requirements, directives, circulars or guidelines issued by the Ministry of Finance or the Prime Minister's Department (if applicable); and
 - (iii) the financial, human and physical resources of the Company are managed economically and efficiently and the operations of the Company are carried out effectively.

3.5 Strategic and Financial Management Oversight:

- (a) Corporate Plan and Operating Capital Budgets – review and recommend to the Board with respect to the Company's corporate plan and monitor and advise the Board with respect to Management's performance against said plan.
- (b) Financing – review and advise the Board with respect to the policies and procedures of the Company relating to and the terms and conditions of any external financing to be incurred or assumed by the Company, through the Company's debt or otherwise.

- (c) Investments – review and advise the Board with respect to the policies and procedures of the Company relating to and the terms and conditions of the investment of the Company's cash assets in short-term and long-term securities.
- (d) Chairman's and Officers' Expenses – receive reports from Management, and review reports thereon from the internal audit function and/or AG on their review of the expense accounts of the Chairman of the Board and Officers of the Company

3.6 The Internal Audit Function – The internal audit function investigates and provides information and assurance to the Committee and Management on the Company's books of account and records and on the effectiveness and performance of financial and management control and information systems and management practices and that the operations of the Company are carried out effectively pursuant to the relevant legislation. In order to fulfill its responsibilities, the internal audit function requires independent status and therefore, functionally reports to the Board directly through the Committee and, administratively reports to the Managing Director. This relationship requires that the Committee and the internal audit function have unrestricted access to each other directly. The Audit Committee is responsible for the oversight of the work of the internal audit function and for the compensation and oversight of the Chief Internal Auditor. The Chair of the Committee shall be consulted before the appointment or termination of the Chief Internal Auditor and shall conduct entry and exit interviews with the same. The appointment of the Chief Internal Auditor must be approved by the Board. The Committee shall oversee any internal audit of the Company. The Committee's specific responsibilities include:

- i. reviewing the internal audit function's mandate on an annual basis;
- ii. assessing the internal audit function's capabilities;
- iii. reviewing the internal audit function's independence and reporting relationships;
- iv. reviewing the internal audit function's audit plans, budgets, quality and quantity of staff and other resources it needs to do its job well;
- v. reviewing the internal audit function's performance including performance against its audit plans and budgets;
- vi. reviewing the internal audit function's reports;
- vii. monitoring the implementation of the internal audit function's reports and recommendations;
- viii. ensuring coordination of the internal audit function with annual external auditor audits and special examinations; and
- ix. reviewing the overall operations of the internal audit function having regard to its mandate and taking into account current internal audit standards.

3.7 Risk Management – The enterprise risk management function provides independent advice, monitors and maintains the enterprise risk management framework of the Company, promotes effective management of all risk categories and fosters the establishment and maintenance of an effective risk culture throughout the Company. The enterprise risk management function assists and provides information to the Committee regarding all enterprise risk management activities and outcomes of the enterprise risk management process, that is, the identification, assessment, evaluation, treatment, monitoring and communication of the significant risks affecting the Company. The enterprise risk management function also provides independent assessments in respect of the Company's risk management capabilities, and provides recommendations to improve these capabilities, where appropriate. The Committee shall be responsible for the oversight of the work of the enterprise risk

management function and shall ensure that the enterprise risk management function has a sufficient amount, and quality of resources to fulfil its roles. The Committee shall:

- (a) ensure that sound policies, guidelines and practices are implemented for the management of key corporate risks;
- (b) receive sufficient information to understand the nature and magnitude of significant risks to which the Company is exposed;
- (c) review with Management and advise the Board on the Company's policies and guidelines implemented to manage the Company's risk exposures, and review such policies and guidelines at least once a year to ensure that they remain appropriate and prudent;
- (d) on a regular basis, obtain reasonable assurance that the Company's risk management policies and guidelines for significant risks are being adhered to;
- (e) report to the Board on: the significant risk profile; the mitigation plans and controls in place to manage these significant risks; and the overall effectiveness of the risk management process;
- (f) periodically consider the respective roles of the external auditor and internal audit function concerning risk management at the Company and annually evaluate the external auditor's and internal audit function's respective performance in relation to such roles;
- (g) request reports from the internal audit function validating Management's risk assessments; and
- (h) review with Management and advise the Board on whether a sound and effective approach has been followed in establishing the Company's business continuity planning arrangements, including whether disaster recovery plans have been tested periodically.

3.8 Ethical and Legal Compliance – The Committee shall:

- (a) review with the Company's counsel any legal matter that could have a significant impact on the Company's financial statements;
- (b) ensure oversight for ethics and integrity and preservation of the Company's reputation by receiving from Management, reports on compliance with the Company's policies or codes of business conduct and ethical behaviour and any other matter of conduct or behaviour that may give rise to a liability to the Company; and by reviewing any report that is received from the internal audit function, the external auditor and/or other Committee Chairs on their review of compliance with same;
- (c) ensure there is a system for monitoring the Company's compliance with laws and regulations, and obtain reports, on an annual basis, that the Company is in conformity with applicable legal requirements;
- (d) review the results of Management's investigation of, and actions taken in connection with, any internal control or accounting matters that may be questionable;
- (e) establish and review from time to time the process for (i) the receipt, retention and treatment of complaints or concerns regarding accounting, internal controls or auditing matters; (ii) the confidential and anonymous submission, in accordance with established corporate policies, by the Company's employees of concerns regarding questionable accounting or auditing matters and (iii) the receipt, retention and treatment of complaints regarding the Managing Director and senior officers of the Company. Establish and review from time to time a process for the evaluation, investigation and resolution of concerns relating to accounting, internal controls or auditing matters that may be questionable; and

- (f) investigate any allegations that any officer or director of the Company, or any other person acting under the direction of such a person, took any action to influence, coerce, manipulate or mislead any person engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements materially misleading and, if such allegations prove to be correct, take or recommend to the Board appropriate disciplinary action.

4. REVIEW

This Charter is to be reviewed by the Board as required.