

Liberty General Insurance Berhad
(Company No. 44191-P)

BOARD CHARTER

Contents

1. INTRODUCTION	3
2. BOARD GOVERNANCE ROLES	3
3. BOARD CONDUCT	9
4. BOARDROOM DIVERSITY.....	10
5. BOARD EFFECTIVENESS	10
6. BOARD MEETINGS	12
7. APPLICATION AND CHARTER REVIEW	13
APPENDIX 1: Terms of Reference of Nomination Committee	15
APPENDIX 2: Terms of Reference of Remuneration Committee	22
APPENDIX 3: Terms of Reference of Audit Committee	29
APPENDIX 4: Terms of Reference of Risk Management Committee	37
APPENDIX 5: Terms of Reference of Investment Committee	45
APPENDIX 6: Reserved Matters.....	51

1. INTRODUCTION

- 1.1 The Board of Directors (the 'Board') regard sound Corporate Governance as vital to the success of the Company's business and are unreservedly committed to applying the principles necessary to ensure that the following principles of good governance are practiced in all of its business dealings:
- i) The Board is the focal point of the Company's Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the Company.
 - ii) All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
 - iii) All Board members are responsible to the Company for achieving a high level of good governance.
- 1.2 This Board Charter shall constitute, and form, an integral part of each Director's duties and responsibilities.
- 1.3 The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in all their dealings in respect, and on behalf of, the Company.

2. BOARD GOVERNANCE ROLES

2.1 Board Composition

- 2.1.1 The Constitution of the Company specifies that the number of Directors shall not be less than two (2) and shall not be more than ten (10). The Board has power under the Constitution of the Company to appoint a Director to fill a casual vacancy or as an additional Director.
- 2.1.2 At all times, the Board shall comprise majority Independent Directors.
- 2.1.3 The Chairman must be a Non-Executive member of the Board and must not have served as a Chief Executive Officer ('CEO') of the Company in the past five years.
- 2.1.4 The Board members should have wide ranging experience, skill and knowledge that add value to the Company. The Board shall consider recommendations by the Nomination Committee pertaining to nominees for directorship in the Company.

2.2 Role of the Board

- 2.2.1 The Board has overall responsibility for promoting the sustainable growth and financial soundness of the Company. Each Director has a duty to act in the best interest of the Company. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.

2.2.2 The Board understands that the responsibility for good Corporate Governance rests with them and therefore strives to inculcate good governance as set out in applicable laws and regulations including, without limitation, the guidelines and directives as may be issued by Bank Negara Malaysia ('BNM') and other regulatory authorities which may be applicable to the Company from time to time ('Laws').

2.2.3 The Board assumes the following duties, having regard to the interests of all the stakeholders of the Company:

i) Approve and monitor strategy

The Board shall set and oversee the implementation of business and risk objectives and strategies including the annual budget and business plan and in doing so shall have regard to the long-term viability of the Company and reasonable standards of fair dealing.

ii) Oversee risk management, governance and internal controls

The Board shall oversee the effective design and implementation of the Company's governance and reporting framework, internal controls, compliance with all applicable laws, regulations, governance codes and guidelines and risk management. The Board shall periodically review whether these remain appropriate in light of material changes to the nature, scale and complexity of the business and structure of the Company.

iii) Promote a strong culture of professionalism and ethics

The Board shall promote, together with Senior Management, a sound corporate culture that reinforces ethical, prudent and professional behaviour. This includes ensuring that the Company adopts a code of ethics and conduct that sets out standards of behaviour and conduct that must be followed by all employees of the Company.

iv) Oversee appointment, performance, remuneration and succession planning of the Board, CEO, Senior Management and the Company Secretary

The Board shall be responsible for appointing, evaluating, remunerating and planning for the succession of Directors, CEO, Senior Management and the Company Secretary.

v) Oversee recovery and business continuity plans

The Board shall oversee and approve recovery and business continuity plans for the Company to restore its financial strength and maintain or preserve critical operations and critical services when it comes under stress.

vi) Oversee communications with stakeholders

The Board shall ensure the development and implementation of a communications policy for the Company that enables effective communication with shareholders, regulators and other stakeholders.

vii) Promote sustainability in the Company's business strategies

The Board shall promote sustainability through appropriate environmental, social and governance considerations in the Company's business strategies.

viii) Promote a strong Diversity, Equity and Inclusion (DEI) culture

The Board shall ensure that the Company embodies a stakeholder-inclusive approach and fosters fair treatment towards all stakeholders, including customers.

For avoidance of doubt, Senior Management shall mean the direct reports of the CEO, Chief Risk Officer ('CRO') and Chief Compliance Officer ('CCO').

2.3 Role of Chairman and CEO

The Company aims to ensure a balance of power and authority between the Chairman and the CEO with a clear vision of responsibility between the running of the Board and the Company's business respectively. The positions of Chairman (i.e. non-executive Chairman) and CEO are separated and clearly defined.

Role of the Chairman

2.3.1 The Chairman is responsible for leadership of the Board in ensuring the effectiveness of all aspects of its role. The Chairman is responsible for:

- i) leading the Board in setting the values and standards of the Company.
- ii) ensuring that appropriate procedures are in place to govern the Board's operation.
- iii) maintaining a relationship of trust with and between the Executive and Non-Executive Directors.
- iv) ensuring that decisions are taken on a sound and well-informed basis including by ensuring that all strategic and critical issues are considered by the Board.
- v) ensuring the provision of accurate, timely and clear information to Directors.
- vi) encouraging healthy discussion and ensuring that dissenting views can be freely expressed and discussed.
- vii) leading efforts to address the Board's developmental needs.

2.3.2 The Chairman is responsible for managing the business of the Board to ensure that:

- i) all Directors are promptly briefed on issues arising at Board meetings.
- ii) sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board's discussion.
- iii) the issues discussed are forward looking and concentrate on strategy.

2.3.3 The Chairman ensures that every Board resolution is put to vote to ensure the will of the majority prevails.

Role of the CEO

2.3.4 The CEO is the conduit between the Board and Management in ensuring the success of the Company's governance and management functions.

2.3.5 The appointment of CEO is governed by the Laws and Internal Guidelines.

2.3.6 The CEO must be in full-time employment.

2.3.7 The roles of the CEO include:

- i) Developing and recommending the strategic options of the Company to the Board.
- ii) Ensuring that the Company's strategies and corporate policies are effectively implemented.
- iii) Ensuring that Board decisions are implemented and Board directions are responded to.
- iv) Providing directions in the implementation of short and long-term business plans.
- v) Providing strong leadership; i.e. effectively communicating a vision, management philosophy and business strategy to the employees.
- vi) Keeping Board fully informed of all important aspects of the Company's operations and ensuring sufficient information is distributed to Board members.
- vii) Ensuring the day-to-day business affairs of the Company are effectively and efficiently managed.

2.4 Role of Individual Directors

2.4.1 Directors are expected to demonstrate at all times that they:

- i) act in good faith in the best interests of the Company.
- ii) exercise reasonable care, skill and diligence with:
 - a) the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and
 - b) any additional knowledge, skill and experience which the Director has.
- iii) only exercise powers conferred on them for the purposes for which such powers are conferred.
- iv) exercise sound and independent judgement.
- v) comply with any standards specified by BNM which are applicable to a Director.

2.4.2 Independent Directors shall provide independent and objective judgement, experience and objectivity without being subordinated to operational considerations.

2.5 Role of the Company Secretary

2.5.1 The Board appoints the Company Secretary who reports directly to the Board and is the source of guidance and advice to the Directors on areas of corporate governance, relevant legislations, regulations and policies.

2.5.2 The Company Secretary attends Board and Board Committees meetings and is responsible for the accuracy and adequacy of records of the proceedings of Board and Board Committees meetings.

2.6 Role of Board Committees

2.6.1 The Board may from time to time establish Committees to assist it in carrying out its responsibilities and shall adopt Terms of References setting out matters relevant to the composition, responsibilities and administration of such Committees, and other matters that the Board may consider appropriate.

2.6.2 The Board Committees which are created to assist the Board in certain areas of deliberations are:

- i) Nomination Committee
- ii) Remuneration Committee
- iii) Audit Committee
- iv) Risk Management Committee
- v) Investment Committee

The criteria for membership to Board Committees is based on a Director's skills and experience, as well as his ability to add value to the Board Committees.

2.6.3 The roles of the respective Board Committees is summarized below:

i) **Nomination Committee ('NC')**

The NC is primarily responsible for:

- a) Regularly reviewing the board structure, size and composition, as well as making recommendations to the Board of the Company regarding changes that are deemed necessary.
- b) Recommending the appointment of Directors to the Board as well as annually reviewing the mix of skills, experience and competencies that Non-Executive and Executive Directors should bring to the Board.
- c) On an annual basis, assessing the effectiveness of the Board as a whole and the Committees as well as the contributions of the Chairman and each Director to the effectiveness of the Board.
- d) Recommending the appointments of CEO, Senior Management positions and Company Secretary as deemed necessary by the Committee to the Board.

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- e) Recommending the removal of Director, CEO, Senior Management staff and/or Company Secretary if the Director, CEO, Senior Management staff and/or Company Secretary is/are ineffective, errant and negligent in discharging their responsibilities.
 - f) Ensuring that there is a proper succession planning.

The Terms of Reference for the NC are attached as Appendix 1 to this Board Charter.

ii) **Remuneration Committee ('RC')**

The RC is primarily responsible for:

- a) Overseeing the design and operation of the Company's remuneration system and periodically reviewing the remuneration of directors on the Board to determine the appropriateness of the remuneration according to each director's contribution, whilst considering the directors' level of expertise, commitment and responsibilities.
- b) Recommending to the Board the framework/methodology for the remuneration of the Directors, CEO Senior Management staff, Chief Internal Auditor and Company Secretary, benchmarked against the industry. Remuneration is determined at levels, which enables the Company to attract and retain the Directors, CEO Senior Management staff, Chief Internal Auditor and Company Secretary with the relevant experience and expertise needed to assist in managing the Company effectively.

The Terms of Reference for the RC are attached as Appendix 2 to this Board Charter.

iii) **Audit Committee ('AC')**

The AC is responsible for the oversight and monitoring of:

- a) The Company's financial reporting, accounting policies and internal controls.
- b) The Company's Internal Audit function.
- c) The appointment, performance evaluation, transfer and dismissal of the Chief Internal Auditor.
- d) The appointment, scope of work and evaluation of the external auditor.
- e) The related party transactions and conflict of interest situations that may arise within the Company.
- f) The handling of whistleblowing cases to ensure appropriate actions, protection of whistleblowers, and thorough investigations of reported concerns.

The Terms of Reference for the AC are attached as Appendix 3 to this Board Charter.

iv) Risk Management Committee ('RMC')

The RMC oversees the adequacy of risk management within the Company and the responsibilities include the review and evaluation of:

- a) Senior Management's activities in managing risk, including the implementation of a sound remuneration system.
- b) High-level risk exposures and portfolio composition.
- c) The Company's major risks, risk mitigation strategies, policies and risk tolerance standards.
- d) The overall effectiveness of risk management and control infrastructure.
- e) The overall effectiveness of regulatory compliance activities.

The Terms of Reference for the RMC are attached as Appendix 4 to this Board Charter.

v) Investment Committee ('IC')

The IC is responsible for:

- a) Assisting and advising the Board in setting investment objectives, strategies, asset allocation, and ensuring these remain within approved risk levels.
- b) Ensuring investments comply with the Company's Investment Policy, including reviewing and recommending Board approval for any policies, exemptions, asset allocations, and prohibited investments.
- c) Overseeing investment risks by identifying, prioritizing, and managing them including setting authorization limits.
- d) Approve appointments of dealers, external fund managers, custodian accounts and transactions involving injections, withdrawals, or subscriptions into Wholesale and Unit Trust Funds.
- e) Reporting quarterly to the Board on investment performance, market outlook, strategies, and portfolio exposures to ensure compliance with approved guidelines.

The Terms of Reference for the IC are attached as Appendix 5 to this Board Charter.

3. BOARD CONDUCT**3.1 Code of Business Ethics and Conduct**

- 3.1.1 The Board commits itself and its Directors to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting

as Board members. Accordingly, all Directors shall apply ethical principles and standards of behaviour as set out in the following documents:

- i) Code of Business Ethics and Conduct of the Company
- ii) Other applicable governance documentation approved by the Board setting out standards of ethical conduct and behaviour.

3.2 Conflict of Interest

3.2.1 Directors shall declare any conflict of interest by way of a written notice to all Board members and the Company Secretary (as soon as practicable) after being aware of his interest in the material transaction or arrangement. A Director who has, directly or indirectly, an interest in a material transaction or material arrangement shall not be present at the meeting where the material transaction or material arrangement is being deliberated by the Board of Directors.

3.3 Whistleblower Protection Policy

3.3.1 The Board shall establish a Whistleblower Protection Policy, outlining the Company's commitment to protecting the integrity of the Company and display its seriousness in promoting a culture of honesty, openness, transparency, ethical behaviour and good governance.

3.3.2 The Whistleblower Protection Policy shall set out the mechanisms and framework by which all employees and the relevant stakeholders of the Company (i.e., directors, shareholders, consultants, vendors, contractors or any other parties in a business relationship with the Company) are able to raise concerns regarding any illegal conduct or malpractice without being subject to victimization, harassment or discriminatory treatment and to have such concerns properly investigated.

4. BOARDROOM DIVERSITY

The Board is committed to ensuring diversity in its composition and embraces the proposition that having a diverse Board would have a positive, value-adding impact on the Company. Whilst the Board acknowledges the importance of boardroom diversity, appointments to the Board shall always be based on merit.

5. BOARD EFFECTIVENESS

5.1 Annual Board Effectiveness Evaluation

5.1.1 The Board shall review the effectiveness of the Board and Board Committees as well as the performance of individual Directors annually. All such assessments shall be properly documented. The NC is entrusted with the responsibility for carrying out the annual evaluation review.

5.1.2 The evaluation results shall form the basis of NC's recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.

5.2 Director Selection and Appointment

5.2.1 The appointment of a new Director is a matter for consideration and decision by

the full Board.

5.2.2 The appointment, retirement and/or re-appointment of a Director shall be governed by the Laws, the Constitution of the Company as well as the Company's rules, regulations and policies as may be issued from time to time ('Internal Guidelines').

5.2.3 Directors are expected to fulfil the fit and proper requirements and qualifications specified by the Laws.

5.2.4 The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years.

5.3 External Directorships

5.3.1 Directors must devote sufficient time to prepare for and attend Board meetings, and maintain a sound understanding of the business of the Company as well as relevant market and regulatory developments. This includes a commitment to on-going education. The Board shall set out expectations of the time commitment for its members to fulfil Board and Board Committees roles.

5.3.2 Prior to accepting appointment(s) in other companies, Directors should ensure that the appointment(s) are not in conflict with the Company's business and do not affect the discharge of their duties as a Director of the Company. Directors shall notify the Chairman of the Board and the Company Secretary of new Board appointment(s) in other companies within 14 days of the appointment(s).

5.4 Director's Access to Information and Advice

5.4.1 The Company aims to provide all Directors with timely and quality information and in a form and manner appropriate for them to discharge their duties effectively.

5.4.2 The Management is responsible for providing the Board with the required information in an appropriate and timely manner. If the information provided by the Management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.

5.4.3 In order to assist Directors in fulfilling their responsibilities, the Directors have the right to seek independent professional advice regarding their responsibilities at the expense of the Company.

5.4.4 Full minutes of each Board meeting shall be kept by the Company Secretary and made available for inspection by any Director during office hours.

5.5 Director Induction

5.5.1 Newly appointed Board members shall attend the Company's Induction Programme which includes mandatory core programmes required pursuant to BNM regulations and internal briefings by relevant Management personnel.

5.5.2 The Company shall ensure that new Board members are fully briefed on the terms of their appointment, duties, and responsibilities, as well as on the nature, operations, and current issues of the Company.

5.6 Director Development

5.6.1 The Board shall ensure that a structured Learning and Development programme is in place for the Directors. This programme shall ensure Directors have access to appropriate continuing education programmes and are kept up to date with current business, industry, regulatory and legislative developments and trends that will affect the Company's business operations.

5.6.2 The NC shall review and agree with each Director on their training and development needs on an annual basis, taking into consideration the Company's strategy for the next several years and the current combined skills on the Board.

5.7 Director Remuneration

5.7.1 The Board, through the NC, shall establish a formal and transparent remuneration framework for Directors. The remuneration framework shall be appropriate to attract and retain highly dedicated, competent, professional and independent Directors and recognize them for their contributions.

6. BOARD MEETINGS

6.1 Frequency and Attendance

6.1.1 The Board shall meet once every two months or at any other interval as required, to facilitate the discharge of their responsibilities. Members of Management may be invited to attend and speak at meetings on matters relating to their sphere of responsibility.

6.1.2 Board members are expected to attend at least 75% of total Board meetings in any applicable financial year, with appropriate leave of absence duly communicated to the Chairman of the Board and/or Company Secretary, where applicable.

6.2 Board Meeting Agenda, Papers and Minutes of Meetings

6.2.1 The Chairman, in consultation with the CEO and the Company Secretary, sets the agenda for Board meetings and ensures that all relevant issues are on the agenda.

6.2.2 The agenda and meeting papers for each meeting shall be circulated at least seven (7) calendar days before each meeting to the Directors. Any submission of meeting papers after seven (7) calendar days shall be considered a late paper and will require the approval of the Chairman.

6.2.3 The Company Secretary shall be responsible for keeping the minutes of meetings, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of the minutes of each meeting of the Board shall also be submitted to the Board of Directors.

6.3 Quorum

6.3.1 The quorum for Board meetings shall be a minimum of 50% of the total Board members including the Executive Director. If the quorum for any Board meeting or adjourned Board meeting is not present within thirty (30) minutes from the time when the meeting should have commenced or if during the meeting there ceases to be a quorum, such meeting shall not proceed and any Company Director may

adjourn the meeting for five (5) Business Days to be reconvened at the same time and place and the same quorum shall apply at the adjourned meeting.

6.3.2 In the absence of the Chairman, the members present shall elect a Chairman from amongst them to chair the meeting.

6.4 Meeting Mode

6.4.1 A meeting shall be conducted in person or via alternative means of attendance (i.e. telephone conference or video conference) as determined by the Chairman of the Board to enable effective discussion. Where permitted, alternative means of attendance must remain the 6.4.2 exception rather than the norm and appropriate safeguards must be in place to preserve the confidentiality of deliberations.

6.4.2 The Board may from time to time and if deemed appropriate, consider, and approve and/or recommend routine and administrative matters via a Circular Resolution in writing, in lieu of formally convening a meeting. The Circular Resolution shall be used sparingly and shall be as valid and effectual as if it has been passed by a meeting of the Board duly convened.

6.5 Voting

6.5.1 All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote. Resolutions concerning Reserved Matters under the Shareholders' Agreement dated 1 July 2022 between AmGeneral Holdings Berhad ('AGHB'), Liberty Mutual Insurance Company ('LMIC'), Liberty Mutual Group Inc. ('LMG') and Liberty Insurance Berhad (now Liberty Global Holdings Sdn Bhd) ('LIB') hereto shall:

- i) for so long as AGHB holds fifteen percent (15%) or more of the ordinary shares in LIB, require the affirmative vote of the non-independent executive LMIC Director and the non-independent non-executive AGHB Director;
- ii) in the event AGHB holds more than ten percent (10%) up to but less than fifteen (15%) of the ordinary shares in LIB, require the affirmative vote of the non-independent executive LMIC Director and the independent AGHB Director; and
- iii) cease to apply in the event AGHB holds ten percent (10%) or less of the ordinary shares in LIB

The list of Reserved Matters is attached hereto as Appendix 6.

6.5.2 A Board member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation

7. APPLICATION AND CHARTER REVIEW

7.1 The principles set out in this Charter shall be:

- i) Kept under review and updated as practices on Corporate Governance develop and further guidelines on Corporate Governance are issued by the relevant regulatory authorities.
- ii) Applied in practice having regard to their spirit and general principles rather than

to the latter alone.

- 7.2 The Board endeavours to comply at all times with the principles and practices set out in this Charter.
- 7.3 This Charter shall be reviewed by the Board annually to ensure the Company remains at the forefront of best practices in Corporate Governance.

APPENDIX 1: Terms of Reference of Nomination Committee

Nomination Committee ("NC")

TERMS OF REFERENCE

TABLE OF CONTENTS

No.	Section Name
1.0	Objectives
2.0	Membership
3.0	Secretary
4.0	Duties and Responsibilities
5.0	Authority
6.0	General administration of meetings
7.0	Reporting
8.0	Review of Terms of References

1.0 OBJECTIVES

- 1.1. The Nomination Committee (“NC”) is mandated by the Board of Directors (“the Board”) primarily to:
 - a) oversee the appointment of Directors, Chief Executive Officer (‘CEO’), direct reports of the CEO (‘Senior Management Team members’) and Company Secretary.
 - b) review and assess the effectiveness of each director, the CEO, Senior Management Team members and Company Secretary.
 - c) review and assess the balance and effectiveness of the Board as a whole.
- 1.2. The NC is also to assist the Board in ensuring that the company practices good corporate governance in a fair and thorough manner as required by the relevant Bank Negara Malaysia guidelines/policy.

2.0 MEMBERSHIP

- 2.1 The NC shall comprise a maximum of five (5) members, of whom the majority shall be independent directors. The membership may also consist of an Executive Director.
- 2.2 The Chairman of the NC shall be an independent director of the Board of Directors.
- 2.3 The NC must comprise Directors who have the skills, knowledge and experience relevant to the responsibilities of the NC. Care should be taken to avoid the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 2.4 If for any reason the number of NC members at any point of time is reduced to below five (5), notification should be provided within seven (7) days to Pengarah, Jabatan Penyeliaan Insurans dan Takaful, Bank Negara Malaysia (BNM)/ Director of Insurance and Takaful Supervision, Bank Negara Malaysia.
- 2.5 Where any Director ceases to be a NC member, notification should also be provided to Jabatan Penyeliaan Insurans dan Takaful within seven (7) days of the cessation and it should include reasons for the cessation.

3.0 SECRETARY

- 3.1 The Company Secretary shall act as the Secretary of the NC.

4.0 DUTIES AND RESPONSIBILITIES

- 4.1 The duties and responsibilities of the NC include the following:-
 - 4.1.1 Support the Board in carrying out its functions in the following matters concerning the Directors, Company Secretary and Senior Management Team members:-
 - a) Appointments, re-appointments and removals;
 - b) Performance evaluation, development and succession planning; and
 - c) Fit and proper assessments.
 - 4.1.2 Oversee the overall composition of the Board in terms of the:

- a) appropriate size;
- b) mix of skills, experience, qualities and other core competencies; and
- c) balance between Executive Directors, Non-Executive and Independent Directors.

- 4.1.3 Responsible to conduct annual assessment of the effectiveness of the Board as a whole as well as the contribution and effectiveness of individual Directors, CEO, Senior Management Team members and Company Secretary.
- 4.1.4 Responsible to conduct assessments of the fitness and propriety of Directors, CEO, Company Secretary and Senior Management Team members prior to their appointment, to ensure they fulfil fit and proper requirements. For other key responsible persons, decisions on the appointments and assessments of fit and proper may be made by the CEO on the advice and recommendation of the Chief Talent Officer.
- 4.1.5 Review the fit and proper assessments conducted on Directors, CEO, Company Secretary, Senior Management Team members and each Key Responsible Person annually and/or whenever the NC becomes aware of any information that may materially compromise their fitness and propriety to ensure that each of them fulfils the fit and proper criteria at all times. In addition, the NC is expected to review the list of Key Responsible Persons for the Company and be satisfied that the list is comprehensive and has taken into account all key positions within the Company.
- 4.1.6 Recommend to the Board on removal of any person the NC considers not fit and proper for a position and where the person ceases to become fit and proper for a position or where it is clearly proven that the person is ineffective, errant or negligent in discharging his / her responsibilities.
- 4.1.7 Establish a mechanism for formal assessment and assessing the effectiveness of the Board as a whole, the contribution by each Director to the effectiveness of the Board.
- 4.1.8 Ensure all Board of Directors undergo appropriate induction program and receive continuous training

5.0 AUTHORITY

- 5.1 The NC is authorised to seek any information it requires from any employee of the Company in order to perform its duties. The NC is also authorized to obtain independent professional advice as considered necessary.
- 5.2 The NC is not delegated with decision -making powers by the Board and shall be obliged to report its recommendations back to the Board for decision.

6.0 GENERAL ADMINISTRATION OF MEETINGS

6.1 Frequency of meetings

The NC shall meet at least twice a year or at such other intervals as the Chairman of the NC shall require.

6.2 Administrative matters

- 6.2.1 The Company Secretary shall be responsible for the drawing up of the agenda with

the concurrence of the Chairman and circulating it, supported by explanatory documentation, to the members within a reasonable timeframe prior to each meeting.

6.2.2 The Company Secretary shall be responsible for keeping the minutes of meetings, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of the minutes of each meeting of the NC shall also be submitted to the Board of Directors.

6.2.3 The agenda and meeting papers shall be circulated to the NC members at least seven (7) days before each meeting.

6.3 Quorum

6.3.1 A quorum for meetings of the NC shall be at least two-third of the members, the majority of whom shall be independent directors, one of whom must be the Chairman of the NC or a member of the NC designated by the Chairman.

6.3.2 If a quorum is not present at a meeting, the meeting may be adjourned to a later date and time, as determined by the Chairman of the NC.

6.3.3 There shall be in attendance at every meeting of the NC:

- a) the Chief Talent Officer and such other officers of the Company as shall be required by the NC to be present to assist in its deliberations;
- b) the Company Secretary or a nominee of the Secretary's office, as approved by the Chairman of the NC; and
- c) any other person as may be invited by the NC, including other Board members and/or external parties.

6.4 Decision matters

6.4.1 Every NC member shall be involved in the decision making process and matters decided upon, endorsed or approved by the NC shall be passed by a simple majority.

6.4.2 Circular resolutions may be obtained from members for decision making, subject to the advice of the Chairman of the NC.

7.0 **REPORTING**

7.1 The NC Chairman shall provide written report to the Board on the deliberations of the NC on a regular basis.

7.2 The NC Chairman shall present to the Board the summary of all significant matters (highlighting key risks and implications) that were resolved in the NC meeting.

8.0 **REVIEW OF TERMS OF REFERENCES**

8.1 The terms of references of the NC shall be reviewed annually and any changes recommended by the NC shall be subject to Board approval.

APPENDIX 2: Terms of Reference of Remuneration Committee

Remuneration Committee ("RC")

TERMS OF REFERENCE

TABLE OF CONTENTS

No.	Section Name
1.0	Objectives
2.0	Membership
3.0	Secretary
4.0	Duties and Responsibilities
5.0	Authority
6.0	General administration of meetings
7.0	Reporting
8.0	Review of Terms of References

9.0 OBJECTIVES

- 1.3. The Remuneration Committee (“RC”) is mandated by the Board of Directors (“the Board”) primarily to support the Board in actively overseeing the design and operation of the Company’s remuneration system and policy. The RC shall periodically review the remuneration of:
- a) the Chief Executive Officer, Company Secretary and direct reports of the Chief Executive Officer (collectively ‘Senior Management Team’); and
 - b) directors on the Board.
- to ensure that remuneration remains appropriate to each of their contribution, taking into account the level of expertise, commitment and responsibilities undertaken.
- 1.4. The RC is also to assist the Board in ensuring that the Company adheres to corporate governance practices in a fair and thorough manner as required by the relevant Bank Negara Malaysia guidelines/policy and/or statutory requirements.

10.0 MEMBERSHIP

- 10.1 The members of the RC shall comprise only Non-Executive Directors of the Company with at least three (3) members, of whom the majority shall be independent directors.
- 10.2 The Chairman of the RC shall be an independent director of the Board of Directors.
- 10.3 The RC must comprise Directors who have the skills, knowledge and experience relevant to the responsibilities of the RC.
- 10.4 If for any reason the number of RC members at any point of time is reduced to below three (3), notification should be provided within seven (7) days to Pengarah, Jabatan Penyeliaan Insurans dan Takaful, Bank Negara Malaysia (BNM)/ Director of Insurance and Takaful Supervision, Bank Negara Malaysia.
- 10.5 Where any Director ceases to be a RC member, notification should also be provided to Jabatan Penyeliaan Insurans dan Takaful within seven (7) days of the cessation and it should include reasons for the cessation.

11.0 SECRETARY

- 11.1 The Company Secretary shall act as the Secretary of the RC.

12.0 DUTIES AND RESPONSIBILITIES

- 12.1 The duties and responsibilities of the RC include the following:-
- 12.1.1 Oversee establishment of a sound remuneration policy, policies and guidelines including compensation and benefit structure that is aligned to regulatory expectations.
 - 12.1.2 Recommend a remuneration system that is designed and implemented with input from the control functions to ensure that the risk exposures and risk outcomes are adequately considered. The overall remuneration system must:-

- d) be in line with the business and risk strategies, corporate values and long-term interests of the Company; and
- e) promote prudent risk-taking behaviour and encourage individuals to act in the interests of the Company as a whole, taking into account the interests of its stakeholders.

12.1.3 Recommend remuneration packages for Board members and Key Senior Officers. The remuneration packages shall:-

- a) be based on an objective consideration;
- b) take due consideration of the assessments of the Nomination Committee of the effectiveness and contribution of the Board members and Senior Management Team members concerned;
- c) not be decided by the exercise of sole discretion of any one individual or restricted group of individuals; and
- d) be competitive and is consistent with the Company's core values, culture, objective and strategy.

12.1.4 Ensure the remuneration packages for Executive Directors shall be structured to link rewards with corporate and individual performances to encourage high performance and governance standards. The rewards-to-performance linkages shall not create incentives for adverse work behaviour and/or performance.

12.1.5 Ensure the remuneration packages for Non-Executive Directors and Independent Directors shall be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board, taking into account applicable market and industry practices.

13.0 AUTHORITY

- 13.1 The RC is authorised to seek any information it requires from any employee of the Company in order to perform its duties. The RC is also authorized to obtain independent professional advice as considered necessary.
- 13.2 The RC is not delegated with decision-making powers by the Board and shall be obliged to report its recommendations back to the Board for decision.

14.0 GENERAL ADMINISTRATION OF MEETINGS

14.1 Frequency of meetings

14.1.1 The RC shall meet:

- a) at least once a year to review the remuneration packages of the Senior Management Team;
- b) once in every three (3) years to review the Board remuneration; and
- c) at such other times as the Chairman of the Committee shall require.

14.2 Administrative matters

-
- 14.2.1 The Company Secretary shall be responsible for the drawing up of the agenda with the concurrence of the Chairman and circulating it, supported by explanatory documentation, to the members within a reasonable timeframe prior to each meeting.
 - 14.2.2 The Company Secretary shall be responsible for keeping the minutes of meeting, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of minutes of each meeting of the RC shall also be submitted to the Board of Directors.
 - 14.2.3 The agenda and meeting papers shall be circulated to the RC members at least seven (7) days before each meeting.

14.3 Quorum

- 14.3.1 A quorum for meetings of the RC shall be at least two-third of the members, the majority of whom shall be independent directors, one of whom must be the Chairman of the RC or a member of the RC designated by the Chairman.
- 14.3.2 If a quorum is not present at a meeting, the meeting may be adjourned to a later date and time, as determined by the Chairman of the RC.
- 14.3.3 There shall be in attendance at every meeting of the RC:
 - d) the Chief Talent Officer and such other officers of the Company as shall be required by the RC to be present to assist in its deliberations;
 - e) the Company Secretary or a nominee of the Secretary's office, as approved by the Chairman of the RC; and
 - f) any other person as may be invited by the RC, including other Board members and/or external parties.

14.4 Decision matters

- 14.4.1 Every RC member shall be involved in the decision making process and matters decided upon, endorsed or approved by the RC shall be passed by a simple majority.
- 14.4.2 Circular resolutions may be obtained from members for decision making, subject to the advice of the Chairman of the RC.

15.0 REPORTING

- 15.1 The RC Chairman shall provide written report to the Board on the deliberations of the RC on a regular basis.
- 15.2 The RC Chairman shall present to the Board the summary of all significant matters (highlighting key risks and implications) that were resolved in the RC meeting.

16.0 REVIEW OF TERMS OF REFERERCES

- 16.1 The terms of references of the RC shall be reviewed by the RC annually and any change recommended by the RC shall be subject to Board approval.

APPENDIX 3: Terms of Reference of Audit Committee

Audit Committee
(“AC”)
TERMS OF REFERENCE

TABLE OF CONTENTS

No.	Section Name
1.0	Objectives
2.0	Membership
3.0	Secretary
4.0	Duties and Responsibilities
5.0	Authority
6.0	General administration of meetings
7.0	Reporting
8.0	Review of Terms of References

17.0 OBJECTIVES

- 1.5. The Audit Committee (“AC”) is mandated by the Board of Directors (“the Board”) primarily to assist the board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the corporate governance process and the Company’s process for monitoring compliance with relevant laws and regulations.
- 1.6. The company shall be seen to practice good corporate governance in a fair and thorough manner as required by:

No	Reference Number	Title
a.	BNM/RH/GL 013-4	Guidelines on Internal Audit Function of Licensed Institutions
b.	BNM/RH/GL 013-5	Risk Governance
c.	BNM/RH/PD 029-9	Corporate Governance
d.	Financial Services Act (FSA) 2013	i. Section 62 - Notice of Cessation from Office. ii. Section 143 - Submission of Document or Information to Bank

18.0 MEMBERSHIP

- 18.1 The members of the AC shall comprise only Non-Executive Directors of the Company with at least three (3) members, of whom the majority shall be independent directors. At least one (1) member should be a member of a recognised professional accounting body.
- 18.2 The Chairman of the AC shall be an independent director of the Board of Directors.
- 18.3 The AC must comprise Directors who have the skills, knowledge and experience relevant to the responsibilities of the AC.
- 18.4 If for any reason the number of AC members at any point of time is reduced to below 3 (three), notification should be provided within 7 (seven) days to Pengarah, Jabatan Penyeliaan Insurans dan Takaful, Bank Negara Malaysia (BNM)/ Director of Insurance and Takaful Supervision, Bank Negara Malaysia.
- 18.5 Where any Director ceases to be a AC member, notification should also be provided to Jabatan Penyeliaan Insurans and Takaful within 7 (seven) days of the cessation and it should include reasons for the cessation

19.0 SECRETARY

- 19.1 The Company Secretary shall act as the Secretary of the AC.

20.0 DUTIES AND RESPONSIBILITIES

- 20.1 The duties and responsibilities of the AC include the following:-

20.1.1 Governance

-
- a) Provide independent oversight of the Company's financial reporting and internal control system and ensuring checks and balances within the Company.
 - b) Serve as an independent and objective party in the review of the financial information of the Company that is presented by the Management to the Board and Shareholders.
 - c) Review the interim financial reports and year-end financial statements of the Company to ensure compliance with accounting standards and legal requirements, and to ensure fair and transparent reporting and prompt publication of the financials accounts.
 - d) Ensure the adequacy and appropriateness of the scope, functions and resources of the internal audit and that they have the necessary authority to carry out their work.
 - e) Establish a mechanism to assess the performance and effectiveness of the internal audit function
 - f) Review and approve the audit charter, scope of audits, audit plans, audit reports and budget of internal auditors.
 - g) Ensure thorough discussions with the external and internal auditors that no restrictions are being placed by the Management and employees on the scope of their examinations.
 - h) Determine that the Company has adequate established policies, procedures and guidelines, operating and internal controls, and that they are being complied with and are operating effectively in promoting efficiency and proper conduct and protecting the assets of the Company.
 - i) Evaluate the adequacy and effectiveness of the Management control systems of the Company through the review of the reports of both the external and internal auditors that highlight internal accounting, organizational and operating control weaknesses, and to determine that appropriate corrective actions are being taken by the Management.
 - j) Ensure that audit of specialized areas is adequate by directing the engagement of external experts to carry out the review, if required and ensure that the terms and scope of engagement, the working arrangement with the internal auditors and reporting requirements are clearly established.
 - k) Review any related party transaction and conflict of interest situation that may arise within the Company including any transaction, procedure or course of conduct that raises questions of management integrity.
 - l) Ensure that decisions and actions regarding whistleblowing cases are appropriate, effective and that whistleblowers are well-protected. Additionally, ensure that thorough due diligence and comprehensive investigations are conducted to address any reported concerns raised through the whistleblowing channel.

20.1.2 Staffing and Resources

- 20.1.2.1 Ensure the effective organisation of the internal audit function; with due regard to the professionalism, capacity and competence of the internal audit personnel.

-
- 20.1.2.2 Oversee the appointment, transfer, dismissal, performance evaluation and remuneration of the Chief Internal Auditor.
 - 20.1.2.3 Ensure that reporting relationship of the internal audit staff do not impede the exercise of independent judgment.
 - 20.1.2.4 Establish a mechanism to assess the performance and effectiveness of the internal audit function.
 - 20.1.2.5 Ensure the internal audit staff are provided with necessary learning and development opportunities to facilitate professional and personal development.

20.1.3 External Auditor

- a) Review the annual appointment, resignation and/or removal of external auditors.
- b) Approve the provision of non-audit services by external auditors.
- c) Approve the scope of audits, audit plans, methodology, reports, annual audit fees or special audit fees and/or non-audit service fees of external auditors.
- d) Review and monitor management's responsiveness to and action taken on external audit findings and recommendations and that it is resolved effectively and in a timely manner.
- e) Maintain regular, timely, open and honest communication with the external auditor, and require the external auditor to report to the AC on significant matters.
- f) Document any significant disagreement between the External Auditor and Management irrespective of whether they have been resolved.
- g) Review any other findings, issues or reservation faced by the External Auditor arising from interim and financial audits

20.1.4 Other responsibilities

- 20.1.4.1 Direct and supervise any special project or investigation considered necessary.
- 20.1.4.2 Review the accuracy and adequacy of the Directors' report, corporate governance disclosures, interim financial report and preliminary announcements in relation to the preparation of financial statements.
- 20.1.4.3 Periodically meet with the Risk Management Committee to ensure effective exchange of information and effective coverage of all risks.

21.0 **AUTHORITY**

- 21.1 The AC is authorised to investigate any matters within its terms of reference and shall have unlimited access to all information and documents relevant to its activities, to the Internal and External Auditors, and to employees and agents of the Company. The AC is also authorized to obtain independent professional advice as considered necessary.
- 21.2 The AC shall be kept regularly updated on audit matters and be notified immediately of any

fraud and significant irregularities or internal control deficiencies discovered by management or the Internal Audit Department (IAD). Fraud and irregularities discovered by the management should be referred to the IAD for investigation, where applicable.

- 21.3 The AC shall have access to copies of audit reports (including interim financial audits) on a timely basis and should be kept regularly informed of corrective actions arising from internal and external audit findings.

22.0 GENERAL ADMINISTRATION OF MEETINGS

22.1 Frequency of meetings

6.1.1 The AC shall meet at least once every quarter or at such other intervals as the AC shall decide.

6.1.2 The AC should meet at least annually with the external auditors without the presence of management in order to allow external auditors to express concerns, problems and reservations arising from financial audits.

6.1.3 In addition, the Chairman shall call a meeting of the AC if requested to do so by any AC member, the Management or the Internal or External Auditors.

22.2 Administrative matters

22.2.1 The Company Secretary shall be responsible for the drawing up of the agenda with the concurrence of the Chairman and circulating it, supported by explanatory documentation, to the members within a reasonable timeframe prior to each meeting.

22.2.2 The Company Secretary shall be responsible for keeping the minutes of meetings, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of the minutes of each meeting of the AC shall also be submitted to the Board of Directors.

22.2.3 The agenda and meeting papers shall be circulated to the AC members at least seven (7) days before each meeting.

22.3 Quorum

22.3.1 A quorum for meetings of the AC shall be two members who are independent directors, one of whom must be the Chairman of the AC or a member of the AC designated by the Chairman.

22.3.2 If a quorum is not present at a meeting, the meeting may be adjourned to a later date and time, as determined by the Chairman of the AC.

22.3.3 There shall be in attendance at every meeting of the AC:

22.3.3.1 the Chief Internal Auditor or a nominee of the Chief Internal Auditor as approved by the Chairman of the AC and such other officers of the Company as shall be required by the AC to be present to assist in its deliberations;

22.3.3.2 the Company Secretary or a nominee of the Secretary's office, as approved by the Chairman of the AC; and

22.3.3.3 any other person as may be invited by the AC, including other Board members and/or external parties.

22.4 Decision matters

-
- 22.4.1 Every AC member shall be involved in the decision making process and matters decided upon, endorsed or approved by the AC shall be passed by a a simple majority.
- 22.4.2 Circular resolutions may be obtained from members for decision making, subject to the advice of the Chairman of the AC.

23.0 REPORTING

- 23.1 The AC Chairman shall provide written report to the Board on the deliberations of the AC on a regular basis.
- 23.2 The AC Chairman shall present to the Board the summary of all significant matters (highlighting risks and implications) that were resolved in the AC meeting.

24.0 REVIEW OF TERMS OF REFERENCES

- 24.1 The terms of references of the AC shall be reviewed by the AC annually and any changes recommended by the AC shall be subject to Board approval.

APPENDIX 4: Terms of Reference of Risk Management Committee

Risk Management Committee
(“RMC”)
TERMS OF REFERENCE

TABLE OF CONTENTS

No.	Section Name
1.0	Objectives
2.0	Membership
3.0	Secretary
4.0	Duties and Responsibilities
5.0	Authority
6.0	General administration of meetings
7.0	Reporting
8.0	Review of Terms of References

25.0 OBJECTIVES

- 1.7. The Risk Management Committee (“RMC”) is mandated by the Board of Directors (“the Board”) primarily to establish a documented, formal and transparent procedure to ensure that the company's corporate objectives are supported by a sound risk management strategy and an effective risk management framework that is appropriate to the nature, scale and complexity of its activities.
- 1.8. The RMC is also to assist the Board in overseeing and reviewing the Company’s Enterprise Risk Management (“ERM”) Framework, including its policies and procedures for identifying, assessing, managing and monitoring risks, to ensure that they are aligned with the Company’s corporate objectives and risk appetite.
- 1.9. The company shall be seen to practice good corporate governance in a fair and thorough manner as required by the relevant BNM Policy and/or Guidelines, including but not limited to:

		Policy/Guidelines	Effective Date
a)	H/GL 013-5	Governance	2013
b)	H/PD 029-9	Corporate Governance	2016
c)	H/PD 028-9	Finance	2017

26.0 MEMBERSHIP

- 26.1 The members of the RMC shall comprise only Non-Executive Directors of the Company with at least three (3) members, of whom the majority shall be independent directors.
- 26.2 The Chairperson of the RMC shall be an independent director of the Board of Directors.
- 26.3 The RMC must comprise Directors who have the skills, knowledge and experience relevant to the responsibilities of the RMC.
- 26.4 If for any reason the number of RMC members at any point of time is reduced to below three (3), notification should be provided within seven (7) days to Pengarah, Jabatan Penyeliaan Insurans dan Takaful, Bank Negara Malaysia (BNM)/ Director of Insurance and Takaful Supervision, Bank Negara Malaysia.
- 26.5 Where any Director ceases to be a RMC member, notification should also be provided to Jabatan Penyeliaan Insurans dan Takaful within seven (7) days of the cessation and it should include reasons for the cessation.

27.0 SECRETARY

- 27.1 The Company Secretary shall act as the Secretary of the RMC.

28.0 DUTIES AND RESPONSIBILITIES

- 28.1 The duties and responsibilities of the RMC include the following:-

28.1.1 Governance

- (a) Oversee the design and development of the risk management framework and ensure that the framework is effective, in line with the Company's risk

appetite and has taken into account changes in the business environment. In doing so, the RMC should provide constructive challenge to management on the credibility and robustness of the framework to ensure that there are no material gaps or weaknesses.

- (b) Review and recommend to the Board appropriate and effective Risk Management and Compliance frameworks, strategies, policies, risk appetite and risk tolerance levels in support of the business, for the Board's approval.
- (c) Review and assess the risk appetite regularly to ensure that it continues to be relevant and reflects any changes in the Company's capacity to take on risk considering its long-term business plans and strategies, inherent risk profile, as well as market and macroeconomic conditions.
- (d) Review management's periodic reports on emerging risk and high-level risk exposures and ensure the Company has in place appropriate controls and actions to manage the risks.
- (e) Provide assurance to the Board that the Company is operating within the approved risk appetite and risk threshold(s) (including but not limited to credit, operational, legal, regulatory, technology, cybersecurity, strategic and ESG risks).
- (f) Ensure the culture of risk awareness and risk management within the Company is consistent and actively promoted by the Board and senior management, including developing a healthy risk culture that provides and reinforces appropriate norms and incentives for prudent risk-taking.
- (g) Regularly obtain information from senior management on adherence to the Company's risk appetite and the implementation of risk management policies, processes, and controls within the Company in managing the key risks to the Company as well as emerging risks. This should be supported by independent assessments by the risk management and control functions or independent third-party views or information on risk implications as appropriate before coming to any conclusion or making any significant policy decisions.
- (h) Evaluate the effectiveness of the Company's overall management of compliance risk on an annual basis and to escalate any recommendations to the Board where appropriate.
- (i) Ensure adequate infrastructure, resources and systems are in place for an effective risk management.
- (j) Ensure the risk management induction, training and education programmes, targeted appropriately for all levels of staff, are established and implemented.
- (k) Review the management's periodic reports on risk exposure, risk portfolio composition and risk management activities.
- (l) Support the board in meeting the expectations on risk management as set out in the policy document on Risk Governance.
- (m) In assisting the implementation of a sound remuneration system, examine whether incentives provided by the remuneration system take into consideration risks, capital, liquidity and the likelihood and timing of

earnings, without prejudice to the tasks of the board remuneration committee.

- (n) Periodically evaluate effectiveness of the controls and infrastructure and report to the Board which includes:
 - i. Risk Management policies and processes.
 - ii. Risk Appetite Statement.
 - iii. Framework in identifying, measuring, monitoring and controlling risk.
 - iv. Infrastructure, resources and systems to effectively manage risk.

28.1.2 Staffing and Resources

- (a) Ensure the effective organisation of the Risk Management and Compliance function, with due regard to the professionalism, capacity and competence of the Risk Management and Compliance personnel.
- (b) Oversee the appointment, transfer, dismissal, performance evaluation and remuneration of the Chief Risk Officer and Chief Compliance Officer.
- (c) Ensure that reporting relationship of the risk management and compliance staff do not impede the exercise of independent judgement.
- (d) Establish a mechanism to assess the performance and effectiveness of the risk management and compliance function.
- (e) Ensure the risk management and compliance staff are provided with necessary learning and development opportunities to facilitate professional and personal development.
- (f) Ensure that the personnel responsible for implementing risk management tasks perform those tasks independently of the Company's risk-taking activities

28.1.3 Other responsibilities

- (a) Direct and supervise any special project or investigation considered necessary.
- (b) Periodically meet with the Audit Committee to ensure effective exchange of information to enable effective coverage of all risks, including emerging risk issues that could have an impact on the institution's risk appetite and business plans.
- (c) Ensure that supervisory issues raised by BNM are resolved in a timely manner.
- (d) Review, evaluate, endorse outsourcing activities and plan for Board approval.
- (e) Review, evaluate and endorse ESG risks for Board approval and submission to Bank Negara Malaysia
- (f) Review, evaluate and endorse all risk and/or compliance related policies for Board approval.
- (g) Exercise any approving authority delegated by the Board.

29.0 AUTHORITY

-
- 29.1 The RMC is authorised to seek any information it requires from any employee of the Company to perform its duties and shall have unlimited access to all information and documents relevant to its activities, to the Risk and Compliance functions, and to employees and intermediaries of the Company. The RMC is also authorized to obtain independent professional advice as considered necessary.
- 29.2 The RMC shall be kept regularly updated on risk and compliance matters and be notified immediately of any significant risk or compliance matters (including but not limited to fines, penalties, business disruptions etc.) that has come to the knowledge of management or the Risk Management or Compliance function.
- 29.3 The RMC shall have access to copies of reports on risk and compliance related matters (including stress testing, business continuity, ESG etc.) on a timely basis and should be kept regularly informed of progress of corrective actions arising from risk or compliance findings

30.0 GENERAL ADMINISTRATION OF MEETINGS

30.1 Frequency of meetings

- 30.1.1 The RMC shall meet at least once every quarter or at such other intervals as the RMC shall decide.
- 30.1.2 The RMC should meet at least annually with the Chief Risk Officer and Chief Compliance Officer without the presence of management to allow the Chief Risk Officer and Chief Compliance Officer respectively to express concerns, problems and reservations effectively arising from risk and compliance matters.
- 30.1.3 In addition, the Chairperson shall call a meeting of the RMC if requested to do so by any RMC member, the Management, the Chief Risk Officer or Chief Compliance Officer.

30.2 Administrative matters

- 30.2.1 The Company Secretary shall be responsible for the drawing up of the agenda with the concurrence of the Chairperson and circulating it, supported by explanatory documentation, to the members within a reasonable timeframe prior to each meeting.
- 30.2.2 The Company Secretary shall be responsible for keeping the minutes of meetings, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of the minutes of each meeting of the RMC shall also be submitted to the Board of Directors.
- 30.2.3 The agenda and meeting papers shall be circulated to the RMC members at least seven (7) days before each meeting.

30.3 Quorum

- 30.3.1 A quorum for meetings of the RMC shall be two (2) members who are independent directors, one of whom must be the Chairperson of the RMC or a member of the RMC designated by the Chairperson.
- 30.3.2 If a quorum is not present at a meeting, the meeting may be adjourned to a later date and time, as determined by the Chairperson of the RMC.
- 30.3.3 There shall be in attendance at every meeting of the RMC:

-
- (a) the Chief Risk Officer, Chief Compliance Officer and such other officers of the Company as shall be required by the RMC to be present to assist in its deliberations;
 - (b) the Company Secretary or a nominee of the Secretary's office, as approved by the Chairperson of the RMC; and
 - (c) any other person as may be invited by the RMC, including other Board members and/or external parties

30.4 Decision matters

30.4.1 Every RMC member shall be involved in the decision-making process and matters decided upon, endorsed or approved by the RMC shall be passed by a simple majority.

30.4.2 Circular resolutions may be obtained from members for decision making, subject to the advice of the Chairperson of the RMC.

31.0 REPORTING

31.1 The RMC Chairperson shall provide written report to the Board on the deliberations of the RMC on a regular basis.

31.2 The RMC Chairperson shall present to the Board the summary of all significant matters (highlighting key risks and implications) that were resolved in the RMC meeting.

32.0 REVIEW OF TERMS OF REFERENCES

The terms of references of the RMC shall be reviewed by the RMC annually and any changes recommended by the RMC shall be subject t

APPENDIX 5: Terms of Reference of Investment Committee

Investment Committee
(“IC”)
TERMS OF REFERENCE

TABLE OF CONTENTS

No.	Section Name
1.0	Objectives
2.0	Membership
3.0	Secretary
4.0	Duties and Responsibilities
5.0	Authority
6.0	General administration of meetings
7.0	Reporting
8.0	Review of Terms of References

33.0 OBJECTIVES

- 1.10. The Investment Committee (“IC”); is mandated by the Board of Directors (“the Board”) Board primarily to assist the Board in the effective discharge of the Board’s strategic responsibilities and accountabilities in overseeing the investments of the Company.

34.0 MEMBERSHIP

- 34.1 The members of IC shall comprise a maximum of three (3) directors.
- 34.2 The Chairman of the IC shall be appointed from amongst the members representing the majority shareholder.
- 34.3 The IC must comprise members who have the skills, knowledge and experience relevant to the responsibilities of the IC.

35.0 SECRETARY

- 35.1 The Company Secretary shall act as the Secretary of the IC.

36.0 DUTIES AND RESPONSIBILITIES

- 36.1 The duties and responsibilities of the IC include the following:-

- 4.1.1 To report / present to the Board of Directors every quarter
- a) the results, observations and recommendation investment performances of the investment portfolio by internal investment and the external fund managers.
 - b) market outlook, economic conditions and strategies with regards to asset classes in the investment portfolio.
 - c) portfolio exposures to ensure investments comply with the approved guidelines and mandates
- 4.1.2 To assist and advise the Board in the setting investment objectives and targets, strategies, criteria and overall asset allocation, including ensuring these are within the approved risk levels.
- 4.1.3 To ensure investments are carried out in accordance with the Company’s Investment Policy.
- 4.1.4 To review and, if deemed fit, recommend Board approval for the following:
- a) Investment Policy and any updates/changes to them
 - b) Exemptions for deviation from the Investment Policy
 - c) Strategic Asset Allocation and Tactical Asset Allocation
 - d) List of prohibited investments and any updates/changes to them
- 4.1.5 To ensure all investments risks are recognized, systematically identified, prioritized according to their significance and implications, and managed as best as possible.

4.1.6 Set authorization limits and review and approve dealers, fund managers and custodian accounts as and when required.

4.2 The duties and responsibilities of the Management include the following:

4.2.1 In addition to such other duties and responsibilities as may be assigned by the IC from time to time, Management of the Company shall be responsible for:

- a) implementing and monitoring management control procedures related to investment activities, and reporting to the IC on these procedures along with Management's assessment of their effectiveness.
- b) monitoring the investment portfolio to ensure conformity with the overall objectives of the Investment Policy and statutory requirements, as well as reporting to the IC regarding the performance of the portfolio as measured against those objectives and statutory requirements.
- c) nominating dealers, fund managers and custodian accounts when the need arises.
- d) providing reports to the IC on investment-related matters as may be requested by the IC from time to time.

5 AUTHORITY

5.1 The IC is authorised to seek any information it requires from any employee of the Company in order to perform its duties. The IC is also authorized to obtain independent professional advice as considered necessary..

The IC is not delegated with decision -making powers by the Board and shall be obliged to report its recommendations back to the Board for decision.

6 GENERAL ADMINISTRATION OF MEETINGS

6.1 Frequency of meetings

The IC shall meet at least once every quarter or at such other intervals as the IC shall decide.

6.2 Administrative matters

6.2.1 The Secretary shall be responsible for drawing up the agenda with the concurrence of the Chairman and circulating it, supported by explanatory documentation, to members of the IC and invitees within a reasonable timeframe prior to each meeting.

6.2.2 The Company Secretary shall be responsible for keeping the minutes of meetings, their timely circulation to the members, and following up on outstanding matters in relation to the meeting. A copy of the minutes of each meeting of the IC shall also be submitted to the Board of Directors.

6.2.3 The agenda and meeting papers shall be circulated to the IC members at least seven (7) days before each meeting.

6.3 Quorum

6.3.1 A quorum for meetings of the IC shall be two members, one of whom must be the Chairman of the IC or a member of the IC designated by the Chairman.

6.3.2 If a quorum is not present at a meeting, the meeting may be adjourned to a later date and time, as determined by the Chairman of the meeting.

6.3.3 There shall be in attendance at every meeting of the IC:

- a) the Chief Financial Officer, Head of Investment, the investment experts from the Group (as permanent invitee), and/or such other officers of the Company as shall be required by the IC to be present to assist in its deliberations;
- b) the Company Secretary or a nominee of the Secretary's office, as approved by the IC Chairman; and
- c) any other person as may be invited by the Chairman, including other Board members and/or external parties.

6.4 Decision matters

6.4.1 Every IC member shall be involved in the decision making process and matters decided upon, endorsed or approved by the IC shall be passed by a simple majority.

6.4.2 Circular resolutions may be obtained from members for decision making, subject to the advice of the Chairman of the IC.

7 REPORTING

7.3 The IC Chairman shall provide written report to the Board on the deliberations of the IC on a regular basis.

7.4 The IC Chairman shall present to the Board the summary of all significant matters (highlighting risks and implications) and that were resolved in the IC meeting.

8 REVIEW OF TERMS OF REFERENCES

8.1 The terms of references of the IC shall be reviewed by the IC annually and any changes recommended by the IC shall be subject to Board approval.

APPENDIX 6: Reserved Matters**Reserved Matters**

1. Any change of the name of the Company.
2. Any amendment to the Constitution.
3. Any conversion by the Company from: (a) a limited company to an unlimited company; or (b) a public company to a private company.
4. Any repurchase, cancellation or redemption of the Company's share capital or any reduction, consolidation, subdivision or reclassification or, save as contemplated under Clauses 5.2 and 5.3 of this Agreement, other alteration of the Company's capital structure.
5. The dissolution, liquidation, or winding-up of the Company.
6. Any public offering, listing or quotation of any Company Shares on any stock exchange (including pursuant to a Qualified IPO).
7. The approval of the audited financial statements, including any amendments, modifications, or additions thereto, of the Company.
8. The adoption of, or any significant change in, the accounting policies of the Company, other than as required by applicable Law or accounting policies generally accepted in Malaysia from time to time.
9. The appointment or removal of, or change in, the auditors of the Company.
10. Any change to the size or composition or, or duties, terms of reference or principles governing the Company Board and Board committees other than to comply with applicable Law.
11. Other than reinsurance arrangements or agreements or other contracts entered into within the ordinary course of business and in accordance with applicable Law, the Company entering into, or varying, or waiving any breach of, or discharging any liability under, or terminating, any contract or arrangement (whether legally binding or not) with any Shareholder or its Affiliate(s), and the value of such contract or arrangement in a Company Financial Year whether singly or in a series of transactions is in excess of ten percent (10%) of the audited shareholders' equity of the preceding Company Financial Year.
12. Save for any capital expenditure or debt approved in the Agreed Business Plan and/or the Agreed Budget or any Annual Business Plan and/or Annual Budget, any capital expenditure or debt in any Company Financial Year exceeding ten percent (10%) of the audited shareholders' equity of the preceding Company Financial Year.

From the Effective Date up until the date prior to the Board approving the Agreed Budget, any capital expenditure or debt in any Company Financial Year exceeding 10% of the audited shareholders' equity of the preceding Company Financial Year will be a reserved matter and subject to approval from AmGeneral Holdings Berhad, save for any capital expenditure relating to tenancy or lease agreements (including renewals of existing tenancy or lease agreements) to be entered into by the Company which shall not be a reserved matter and will not be subject to approval from AmGeneral Holding Berhad.
13. Any change to the Dividend Policy.
14. Any material change in the Company's lines of business as set out in the Agreed Business

Plan or the Annual Business Plan of the Company (as applicable). For the purpose of this paragraph 14 of Schedule 1, a change is deemed material when the contribution from such change to the Company's line of business will result in a variation of the gross written premium mix of the Company by more than twenty five percent (25%) over a twelve (12)-month period or more than fifty percent (50%) over a three (3)-year period.