



EVERGREEN MAX CASH CAPITAL BERHAD
202101028602 (1428902-D)

TERMS OF REFERENCE OF AUDIT AND RISK MANAGEMENT COMMITTEE

Our Audit and Risk Management Committee was established on 28 December 2022 and its members are appointed by our Board. Our Audit and Risk Management Committee comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Chow Lai Mun	Chairman	Independent Non-Executive Director
Kenneth Chai	Member	Independent Non-Executive Director
Hong Boon Toh	Member	Independent Non-Executive Director

The main functions of the Audit and Risk Management Committee include:

- (i) to review, assess and monitor the performance, suitability, objectivity and independence of the internal and external auditors;
- (ii) to consider any matters concerning the appointment and re-appointment, the audit fee and any questions of resignation or dismissal of external auditors, and further ensure the suitability, objectivity and independence of external auditors;
- (iii) to review with the external auditors:
 - (a) their audit plan, scope and nature of the audit of our Group;
 - (b) their evaluation and findings of the system of internal controls;
 - (c) their audit reports;
 - (d) the management letter and management's response with regard to problems and reservations arising from their audits; and
 - (e) any other matters that the external auditors may wish to discuss (in the absence of management where necessary);
- (iv) to review the assistance given by the management and employees of our Group to the external auditors;
- (v) to review and assess the adequacy of the scope, functions, competency and resources of the internal audit functions of which the internal auditors should reports directly to the Audit and Risk Management Committee. The internal auditors must be an independent, objective assurance and must have the relevant qualification and be responsible for providing assurance to the Audit and Risk Management Committee that internal control is operating effectively;

- (vi) to review the internal audit plan, processes, the results of the internal audit assessments, investigation undertaken and whether or not appropriate action is taken on the recommendations;
- (vii) to review the adequacy and effectiveness of our Group's internal control systems and risk management framework as evaluated, identified and reported by our management, internal or external auditors as well as to review the appropriate and timely corrective actions undertaken to ratify the same;
- (viii) to review the quarterly and year-end financial statements of our Group, before the approval by our Board, focusing particularly on:
 - (a) any changes in or implementation of major accounting policy changes;
 - (b) significant matters highlighted including financial reporting issues, significant judgement made by management, significant unusual events or transactions, and how these matters are addressed; and
 - (c) compliance with accounting standards and other legal requirements;
- (ix) to review any related party transactions and conflicts of interest situations that may arise within our Company or Group including any transactions, procedures or course of conduct that raises questions of management integrity;
- (x) to review any letter of resignation from the external auditors of our Company;
- (xi) to review whether there is reason (supported by grounds) to believe that our Company's external auditors is not suitable for re-appointment;
- (xii) to recommend the nomination of a person or persons as external auditors; and
- (xiii) to carry out such other functions or assignments as may be delegated by our Board from time to time.