TERMS OF REFERENCE OF AUDIT COMMITTEE

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1. OBJECTIVES

The Audit Committee ("Committee") is established by the Board of Directors to assist in:

- Ensuring the integrity of financial reporting;
- Assessing internal control and risk management frameworks;
- Overseeing internal and external audit functions;
- Monitoring compliance with applicable laws, regulations, and governance standards;
- Maintaining open lines of communication between the Board, internal and external auditors;
- Appraising the quality of audits conducted; and
- Assessing the Group's processes relating to its risk and control environment.

2. COMPOSITION

- Comprises at least three (3) members, all of whom shall be Non-Executive Directors.
- A majority must be Independent Directors.
- At least one member must be a member of the Malaysian Institute of Accountants or have equivalent qualifications specified in Paragraph 15.09(1)(c) of the MMLR.
- The Chair of the Committee must be an Independent Director and must not be the Chair of the Board.

3. AUTHORITY

- The Committee has full, free and unrestricted access to information, personnel, and external consultants.
- Empowered to investigate any matter within its TOR and obtain independent advice when necessary.
- May convene meetings with external/internal auditors without management's presence.

4. FUNCTIONS

The functions of the Committee shall include the following:

a) Review the following and report to the Board:
   - with the external auditors, the audit plan;
   - with the external auditors, their evaluation of the internal controls;
   - with the external auditors, the audit report;
   - the assistance given by the Company's employees to the external auditors;
   - any related party transactions or conflict of interest situations that arose, persist or may arise within the THB or the group including any transaction, procedure or

course of conduct that raises questions of management integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts; and
- any matters that raise questions of management integrity.

b) Consider the external auditors' independence, objectivity, effectiveness, and terms of engagement.
c) Discuss with the external auditors before the audit commences, the nature and scope of the audit.
d) Review the quarterly results and year-end financial statements, focusing on:
   - any changes in accounting policies and practices;
   - significant adjustments arising from the audit;
   - the going concern assumption; and
   - compliance with accounting standards and legal requirements.
e) Discuss problems or issues arising from the audits and any matters auditors may wish to discuss (excluding management if necessary).
f) Review the external auditor's management letter and management's response.
g) Carry out the following:
   - review the adequacy of scope, functions, competency and resources of internal audit;
   - review the internal audit program and results, ensuring appropriate actions are taken;
   - review the appointment and performance of internal auditors;
   - consider internal auditors' independence and objectivity;
   - review internal control status and compliance across operating units.
h) Consider the major findings of internal investigations and management's response.
i) Where a separate Risk Management Committee exists, the Audit Committee shall focus on internal controls relevant to financial reporting and liaise with the Risk Management Committee on any related findings.
j) Scrutinise the connection between material sustainability matters and their potential impact on the company's financial reporting and performance.
k) Consider other areas as defined by the Board.

5. MEETINGS

a) The Committee shall meet at least four (4) times a year and such additional meetings as the Chairman shall decide in order to fulfil its duties.
b) A quorum: Two (2) members, majority of whom must be Independent Directors.
c) The Chairman may call a meeting of the Committee if a request is made by any Committee member, the Executive Director, the Internal Auditors or the External Auditors.

d) The Company Secretary or other appropriate senior official shall act as secretary of the Committee and shall be responsible, in consultation with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to Committee members prior to each meeting.
e) The secretary of the Committee shall also be responsible for keeping the minutes of meetings and circulating them to the Committee members and to other members of the Board of Directors.
f) The Company must ensure that other directors and employees attend any Committee meeting when invited.

6. REPORTING

- Report to the Board on significant matters discussed, including audit findings, internal control weaknesses, and risk issues.
- Disclose key activities and attendance in the Company's Annual Report.
- Prepare a summary of work done and evaluation of effectiveness annually for Board review to support Board oversight and transparency.

7. REVIEW OF TERMS OF REFERENCE

- The Committee's Terms of Reference shall be reviewed as and when required or at least once every two years.
- All amendments must be approved by the Board.

Last reviewed and approved by the Board on 23 October 2025.