

REPORT OF THE GROUP BOARD AUDIT COMMITTEE

MEMBERS

The members of the Group Board Audit Committee (“GBAC”) for the year of 2022 were as follows:

- (a) Chong Kin Leong (Chairman)
- (b) Dato’ Lee Kok Kwan
- (c) Wan Hanisah Wan Ibrahim

The GBAC members comprised a majority of two (2) Independent Non-Executive Directors as per Cagamas Holdings Berhad’s Board Charter. Collectively, the GBAC has a wide range of skills and experience which includes the areas of accounting as well as related credit and treasury knowledge in discharging their roles, duties and responsibilities. The Directors do not participate in the day-to-day running of the Group’s business but provides independent oversight of Management and deliberates on financial reporting and internal control systems.

ATTENDANCE AT MEETINGS

The GBAC held four (4) meetings during the financial year ended 31 December 2022 with the President/ Chief Executive Officer and the Senior Vice President of Internal Audit Division in attendance. Other senior officers attended the meetings upon invitation, when required. The record of attendance of meetings by the members is as follows:

Name of Committee Member	Status	No. of Meetings Attended
Chong Kin Leong	Chairman/ Independent Non-Executive Director	4/4
Dato’ Lee Kok Kwan	Non-Independent Non-Executive Director	4/4
Wan Hanisah Wan Ibrahim	Independent Non-Executive Director	4/4

The Group’s External Auditors, Messrs. PricewaterhouseCoopers PLT had attended two (2) meetings during the year to report on the audit for financial year ended 31 December 2021, limited review for financial period ended 30 June 2022, audit plan for the Group for the year 2022 and related tax matters applicable to the Group.

COMPOSITION AND TERMS OF REFERENCE

Authority

- (a) The GBAC shall have unlimited access to all information and documents relevant to its activities, to the internal and external auditors, and to Management of the companies within the Group.
- (b) The GBAC is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of external parties with relevant experience and expertise to attend meetings whenever it deems necessary.
- (c) The GBAC is authorised by the Board to investigate any activity within its purview and members of the GBAC shall direct all employees to co-operate as they may deem necessary.

Size and Composition

- (a) The GBAC shall be appointed by the Board from amongst the Non-Executive Directors and shall comprise a minimum of three (3) members, a majority of whom shall be Independent Directors.
- (b) If for any reason the number of members is reduced to below three (3), the Board must fill the vacancies within three (3) months.

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- (c) The members of the GBAC shall elect a Chairman from amongst their members who shall be an Independent Director.
- (d) At least one member of the GBAC:
- (i) must be a member of the Malaysian Institute of Accountants (MIA); or
 - (ii) has a minimum of three (3) years' working experience and:
 - passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1967; or
 - a member of one of the association of accountants specified in Part II of the First Schedule of the Accountants Act, 1967; or
 - (iii) holds a degree or masters or doctorate in accounting or finance with at least three (3) years of post qualification experience in accounting or finance; or
 - (iv) has a minimum of seven (7) years' experience being a Chief Financial Officer of a corporation or having function of being primarily responsible for the management of the financial affairs of a corporation.
- (e) No member of the GBAC shall have a relationship, which in the opinion of the Board will interfere with the exercise of independent judgment in carrying out the functions of the GBAC.

Meetings

- (a) Meetings will be held once a quarter or at a frequency to be decided by the Chairman. Invitation shall be extended to the President/ Chief Executive Officer to attend the meetings. The GBAC may invite any person to be in attendance to assist in its deliberation.

Quorum

- (a) A quorum shall consist of two (2) members.

Secretary

- (a) The Secretary to the GBAC shall be the Senior Vice President of Internal Audit Division.

Duties and Responsibilities

Financial Reporting

- (a) Review the consolidated annual financial statements of the Group for submission to the Board of Directors for approval, to ensure compliance with the disclosure requirements and the adjustments suggested by the external auditors. These include:
- Review of the auditors' report and qualifications (if any) which must be properly discussed and acted upon to address the auditors' concerns in future audits;
 - Changes and adjustments in the presentation of financial statements;
 - Major changes in accounting policies and principles;
 - Compliance with accounting standards and other legal requirements;
 - Material fluctuations in statement of balances;
 - Significant variants in audit scope; and
 - Significant commitment or contingent liabilities.
- (b) Review the half yearly Condensed Interim Financial Statement for Cagamas Berhad and its subsidiaries (Cagamas Berhad Group) for submission to the Cagamas Board of Directors for approval, to ensure compliance with disclosure requirements.

Internal Audit

- (a) Review the scope and results of internal audit procedures including:
- Compliance with internal auditing standards, the Group's internal controls, policies and other legal requirements;
 - Adequacy of policies and procedures including the existing internal controls;
 - Co-ordination between the internal and external auditors;
 - Exercise independence and professionalism in carrying out internal auditing work;
 - Reporting results of the audit performed;
 - Recommending changes in accounting policies to the Board; and
 - Recommending and ensuring the implementation of appropriate remedial and corrective actions regularly.

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(b) Responsible for establishment of the internal audit functions which include:

- Approval of the Internal Audit Charter;
- Approval of the Internal Audit Plan;
- Evaluate the performance and decide on the remuneration package for the Senior Vice President of Internal Audit Division in line with the Company's remuneration policy;
- Reviewing the adequacy of the scope, functions and resources of the Internal Audit Division or any restrictions encountered in the course of the audit work;
- Approval of the appointment or termination of the Senior Vice President of Internal Audit Division;
- Notification of resignation of internal audit staff and to provide opportunity for such staff to submit reasons for resigning;
- Ensuring that the internal audit functions have appropriate standing within the Group;
- Alignment of goals and objectives of the internal audit functions with the Group's overall goals; and
- Place Internal Audit Division under the direct authority and supervision of the GBAC.

(c) Review the internal audit reports before submission to the boards of Directors of the respective companies within the Cagamas Group and recommend to the Board for information or endorsement.

(d) Ensure that appropriate and prompt remedial actions are taken by Management on major control or procedures deficiencies identified.

External Audit

- (a) Assess the objectivity, performance and independence of the external auditors.
- (b) Discuss and review the external audit plan, the findings on the system of internal controls (including Management's actions and the relevant audit reports).
- (c) Review the external auditors engagement letter and Management's response.
- (d) Recommend to the Board the appointment of external auditors, the audit fee and any question of resignation or dismissal of the external auditors.

(e) Discuss matters arising from the previous year's audit, review with the external auditors on the scope of their current year's audit plan, their evaluation of the accounts and internal controls systems, including their findings and recommended actions.

(f) Review changes in statutory requirements and any significant audit problems that can be foreseen as a result of previous years' experience or because of new developments.

(g) Evaluate and review the role of external auditors from time to time.

(h) Approve the provision of non-audit services by the external auditors and evaluate whether there are any potential conflicts arising from such non-audit services.

(i) Ensure that proper checks and balances are in place so that the provision of non-audit services does not interfere with the independent judgment of the external auditors.

(j) Meet with the external auditors at least once a year without the presence of Management to discuss any key concerns and to obtain feedback.

Related Party Transaction

- (a) Review any significant related party transaction or conflict of interest situation that may arise within the Group.
- (b) Review any significant transactions, which are not a normal part of the Group's business.

Other Responsibility

- (a) To review the Management's proposal for payment of dividend prior to submission to the Board for approval.
- (b) Perform any other functions as may be delegated by the Board from time to time.

SUMMARY OF ACTIVITIES

During the financial year, the GBAC carried out its duties in accordance with its terms of reference. A summary of the main activities undertaken by the GBAC is as follows:-

Internal Audit

- (a) Reviewed and approved the Internal Audit Plan for Financial Year 2023 to ensure adequate scope and coverage of the audit activities of the Group and the resources requirements of the Internal Audit Division to carry out its functions;
- (b) Reviewed the internal audit reports, audit recommendations and Management's responses to the audit findings and recommendations;
- (c) Reviewed the status report on Management's efforts to rectify the outstanding audit issues to ensure that appropriate actions have been taken as per the audit recommendations; and
- (d) Provided independent evaluation on the performance of the Senior Vice President of Internal Audit Division.

External Audit

- (a) Reviewed audit plan and scope of work of the external auditors for the year 2022;
- (b) Recommended the appointment of the external auditors and their audit fees to the Board of Directors; and
- (c) Reviewed the results of the audit by the external auditors and discussed the findings and other concerns of the external auditors.

Financial Reporting

- (a) Reviewed the annual audited financial statements of the Group to ensure that the financial reporting and disclosure requirements are in compliance with accounting standards.

INTERNAL AUDIT FUNCTION

The Group has an established Internal Audit Division, which reports directly to the GBAC and assists the Board in discharging its responsibilities to ensure that the Group maintains a sound and effective system of internal controls. The Internal Audit Division is independent of the activities or operations of other units. This enables the Internal Audit Division to provide the GBAC with independent and objective reports on the state of internal controls, risk management and comments on the governance process within the Group.

The Internal Audit Division undertakes the internal audit functions of the Group in accordance with the approved Audit Charter and the Annual Audit Plan approved by the GBAC. The Audit Plan is derived from the results of the systematic risk assessment process, whereby the risks arising from key processes and strategic initiatives of Cagamas were identified, prioritised and linked to the auditable areas. The risk assessment process also enables the Internal Audit Division to prioritise its resources and the areas to be audited. In addition, the annual audit plan also includes areas that must be audited annually due to regulatory requirements.

The audits conducted during the financial year 2022 focused on the independent review of the risk management, operating effectiveness of internal controls, and compliance to regulatory requirements across the Group. The audit reports were submitted to the GBAC for its deliberation. This enabled the GBAC to execute its overseeing function by forming an opinion on the adequacy of measures undertaken by Management.

The International Standard for the Professional Practices of Internal Auditing issued by the Institute of Internal Auditors was used where relevant as authoritative guides for internal auditing procedures.