

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The preparation of this statement is in compliance with paragraph 15.26(b) of the Main Market Listing Requirements of BMSB which requires the Board of Directors of public listed companies to include in its Annual Report a “statement about the state of internal control of the listed issuer as a group”.

The Board of Directors is committed to maintaining sound internal control in the Group and is pleased to present the Statement on Risk Management and Internal Control for the financial year ended 31 December 2015 as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers and taking into consideration the recommendations underlying Principle 6 of the Malaysian Code on Corporate Governance 2012.

Responsibility

The Board of Directors recognises the importance of sound internal control and risk management practices to good corporate governance. The Board affirms its overall responsibility for the Group’s systems of internal control and risk management, and for reviewing the adequacy and effectiveness of the internal control and risk management systems. It should however, be noted that such systems of internal control and risk management are only designed to manage rather than totally eliminate the risk of failure to achieve business objectives. Accordingly, such systems can only provide reasonable rather than absolute assurance against material losses, misstatements or other significantly adverse consequences.

Risk Management Framework

The Group has in place a formal risk management process to identify, evaluate and manage significant risks impacting the Group. The process is supported by policies as well as detailed procedures, methodologies, evaluation criteria and documentation requirements to ensure clarity and consistency of application across the Group.

The Board has authorised Management to review and determine the level of risk tolerance. The process requires Management to comprehensively identify and assess all types of risks in terms of likelihood, velocity and magnitude of impact as well as to identify and evaluate the adequacy and application of mechanisms in place to manage, mitigate, avoid or eliminate these risks. The process encompasses assessments and evaluations at business unit process level before being examined from a Group perspective.

The Internal Auditors will update the Audit Committee on the Group’s internal audit activities by tabling the Internal Audit Report to the Audit Committee on a quarterly basis.

Once a year, a written report is presented to the Audit Committee on the significant risks impacting the Group and the measures taken by the Management to address such risks. The report will also highlight residual exposures along with appropriate management action plans to manage or mitigate such exposures. Any internal or external change that may significantly impact the risks and control spectrum is also highlighted. The Board annually reviews and discusses with Management at Board meetings, the summary of risk tolerance and additional internal control to be implemented, if any.

Internal Control System

The embedded control system is designed to facilitate achievement of the Group’s business objectives. It comprises the following:

- **Organisation structure with well defined lines of responsibility and delegated authority**
The organisation structure includes defined lines of responsibility and delegation of authority to the Committees of the Board, the CEO and operating units through defined sets of terms of references, position descriptions and authorisation levels for all aspects of the business as set out in the Board Charter and Limits of Authority. Besides the predominantly non-executive standing committees such as Audit, Nomination and Remuneration Committees, the Board is supported operationally by the Senior Management which consists of senior members of the organisation including the CEO and CFO. The Senior Management convenes regularly to discuss its strategic business agenda thus channelling appropriate inputs to the Board for its oversight of the Group’s operations and maintenance of effective control over the entire operations.
- **Independence of the Audit Committee**
The Audit Committee comprises non-executive members of the Board, with the majority being Independent Directors. The Committee has full and unrestricted access to any information pertaining to the Group and has direct communication channels with the External and Internal Auditors. The primary objectives of the Audit Committee are to assist the Board in monitoring the Group’s Management of its business and financial risks and the determination of appropriate internal control to manage these risks.

- Comprehensive budgeting and monitoring processes**
 Detailed and comprehensive budgets for both business and support units are prepared on an annual basis for approval by the Board together with an indication of future business directions under a two-year operating plan. Actual performance is monitored against the budget on a monthly basis and appropriate explanations documented for significant variances. Forecasts are periodically revised to reflect significant changes in the business environment. Management accounts setting out the performance of the business and support units against the budget, forecast, prior year results and key business indicators are tabled and deliberated at the Senior Management and Board meetings for proper monitoring of performance.
- Performance Measurement**
 The Company has adopted a performance appraisal for the CEO. The Remuneration Committee and the Board assess the CEO's performance on an annual basis. The Board has delegated the authority to the CEO to review and assess the performance of Management. Senior Management also conducts the performance appraisals for the staff on a yearly basis.

Monitoring and Review

The effectiveness of the Group's systems of internal control and risk management are monitored through periodical review of business processes, the state of internal control and business risk profile by operating units. The results of the review will be examined by a team within the organisation and after due process, Management will identify the significant areas to be reported to the Audit Committee.

Management's proposals on the Group's strategic plans are tabled to the Board for approval with Management providing updates to the Board from time to time. In view that Management will update the Board from time to time, the Board will only follow up when it is necessary.

Independent appraisals by Internal Auditors also ensure compliance with policies, procedures, standards and legislation and give reasonable assurance of the effectiveness of the Group's systems of internal control and risk management.

Review of this statement

As required by Paragraph 15.23 of the Main Market Listing Requirements of BMSB, the External Auditors have reviewed this Statement on Risk Management and Internal Control. Their limited assurance review was performed in accordance with Recommended Practice Guide ("RPG") 5 (Revised) issued by the Malaysian Institute of Accountants. Based on their review, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement is inconsistent with their understanding of the process the Board has adopted in the review of the adequacy and integrity of internal control and risk management of the Group. RPG 5 (Revised) does not require the External Auditors to form an opinion on the adequacy and effectiveness of the risk management and of the Group.

Conclusion

For the financial year under review and up to the date of issuance of the Financial Statements, the Board has received assurance from the CEO and CFO that the Group's systems of internal control and risk management are operating adequately and effectively in all material aspects. No material losses, contingencies or uncertainties have arisen from any inadequacy or failure of the Group's systems of internal control and risk management that require separate disclosure in the Group's Annual Report.