

AUDIT AND RISK COMMITTEE

The Audit Committee has been renamed the Audit and Risk Committee with effect from 30 May 2019. The Audit and Risk Committee continues to play a key role in the governance over the Group's financial reporting, risk management, control and assurance processes and the external and internal audit.

Chairman

Azizan bin Mohd Noor

Members

Dato' Rosman bin Abdullah

Rozana Zeti binti Basir

Datuk Anuar bin Ahmad (Appointed: 26 June 2019)

Key objectives

Providing oversight of the Group's system of internal control, business risk management processes and related compliance activities, effective governance over the appropriateness of the Group's financial reporting including the adequacy of disclosures and monitoring the performance of both the internal audit function and the external auditors, Messrs. Hanafiah Raslan & Mohamad.

The terms of reference of the Audit and Risk Committee is available on <http://www.fima.com.my/corporate-governance.html>.

The details of the Audit and Risk Committee activities during the financial year are disclosed in the Audit and Risk Committee Report of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee ("NRC") continues its work of ensuring that the Board composition is right and that the governance is effective. NRC's work also included monitoring and considering the level and structure of remuneration for the Executive/Non-Executive Directors and senior management.

Chairman

Dato' Rosman bin Abdullah

Members

Azizan bin Mohd Noor

Rozilawati binti Haji Basir

Key objectives

To make sure the Board comprises individuals with the necessary skills, knowledge and experience to ensure that it is effective in discharging its responsibilities and to have oversight of all matters relating to remuneration structure of the Directors and senior management.

FYE2019 highlights

- Assessed the composition, structure and size of the Board and its Committees, including the independence of the Company's Independent Directors and their tenure in office.
- Delivered recommendations to the Board for appointment of Dato' Idris bin Kechot and Datuk Anuar bin Ahmad as Independent Non-Executive Directors following an extensive search and review process.
- Reviewed the performance evaluation of the Board, its Committees and individual Directors and making appropriate recommendations to the Board.
- Reviewed the fees and allowances payable to the Non-Executive Directors.
- Re-election and re-appointment of Directors at the Company's AGM.
- Delivered recommendations to the Board on the proposed annual increment and performance reward of the Group MD and senior management.
- Monitored and considered the level of remuneration for the Group's employees.
- Reviewed and oversaw the preparation of a new salary structure for Group employees and making the appropriate recommendations to the Board.
- Considered the outcome of the review of the Group MD's remuneration package undertaken by an external consultant and making the appropriate recommendations to the Board.

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