

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors of Far East Holdings Berhad (FEHB) is pleased to present the Audit and Risk Management Committee Report for the financial year ended 31 December 2018.

During the financial year, the Audit and Risk Management Committee carried out its duties and responsibilities in accordance with its terms of reference and held discussions with the Head of Internal Audit, external auditors and members of the management. The Audit and Risk Management Committee is of the view that no material misstatements or losses, contingencies or uncertainties have arisen, based on the reviews made and discussions held.

Composition and Attendance of the Audit and Risk Management Committee at Meetings

The Audit and Risk Management Committee is appointed by the Board of Directors from amongst the Non-Executive Directors and consists of not less than three (3) members, with a majority of them being Independent Directors.

Listed below the composition of the Audit and Risk Management Committee in 2018:-

Members	Membership	Appointment	Tenure on the Audit Committee (Years)
YH Datuk Mohd Afrizan bin Husain	Chairman, Independent Non-Executive Director	1.11.2018	Less than 1
Encik Hashim Naina Merican bin Yahaya Merican	Member, Non-Independent Non-Executive Director	13.8.2009 (Resigned on 31.12.2018)	9
YH Dato' Tan Bing Hua	Member, Independent Non-Executive Director	23.7.2012	6
Encik Nik Mohamed Zaki bin Nik Yusoff	Member, Independent Non-Executive Director	8.7.2015	3
YH Dato' Jamaluddin bin Abd Majid	Member, Non-Independent Non-Executive Director	18.8.2015 (Resigned on 9.8.2018)	3

Encik Hashim Naina Merican bin Yahaya Merican had been re-designated as Non-Independent, Non-Executive Director on 9 August 2018. He resigned as a Chairman of Audit and Risk Management Committee on 31 October 2018 and later resigned as a member of Audit and Risk Management Committee and Board of Directors on 31 December 2018.

YH Dato' Jamaluddin bin Abd Majid (Non-Independent, Non-Executive Director) resigned as a member of Audit and Risk Management Committee effective 9 August 2018 and still remains as a member of Board of Directors.

Currently, the Audit and Risk Management Committee comprises exclusively of Independent, Non-Executive Directors.

The Chairman of the Audit and Risk Management Committee is not the Chairman of the Board.

The composition of Audit and Risk Management Committee meets the requirements of paragraph 15.09 (1) (c) of Bursa Securities Listing Requirements which stipulate that at least one (1) member of the Audit Committee must be a qualified accountant.

During the financial year ended 31 December 2018, the Audit and Risk Management Committee held a total of five (5) meetings. Details are as follows:-

No.	Date
1	26 February 2018
2	20 March 2018
3	14 May 2018
4	8 August 2018
5	19 November 2018

The details of attendance of the Audit and Risk Management Committee members are as follows:-

Name of Audit and Risk Management Committee Members	Total Number of Meetings	Number of Meetings Attended
YH Datuk Mohd Afrizan bin Husain	1	1
Encik Hashim Naina Merican bin Yahaya Merican	5	5
YH Dato' Tan Bing Hua	5	5
Encik Nik Mohamed Zaki bin Nik Yusoff	5	5
YH Dato' Jamaluddin bin Abd Majid	4	4

The representatives of the external auditors, the Head of Internal Audit and members of the management attended the meetings upon the invitation of the Committee.

The Company Secretaries acts as a Secretaries of the Audit and Risk Management Committee. Minutes of each meeting are distributed to each Board members and the Chairman of the Audit and Risk Management Committee reports on principal matters deliberated at each meeting to the Board.

Duties and Responsibilities of the Audit and Risk Management Committee

The duties and responsibilities of the Committee are as follows:-

1. Financial Reporting

- To review the quarterly results and year-end financial statements of the Company and Group, and to recommend the same to the Board for approval, focusing particularly on the following:-
 - any changes in accounting policies and practices;
 - significant adjustments arising from the audit;

- the going concern assumption;
 - significant and unusual events;
 - compliance with accounting standards, Bursa Malaysia Securities Berhad and other legal-requirements; and
 - announcements of financial results to Bursa Malaysia Securities Berhad and dividend payment.
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- To obtain explanations from management for unusual variances in the Company's annual financial statements from year to year, and review annually the independent auditors' letter of the recommendations to management and management's response.
 - To review with the external and internal auditors whether the employees of the Group have given appropriate assistance in discharging their duties.
 - To review any related party transaction and conflict of interest situation that may arise within the Company or the Group, including any transaction, procedure or course of conduct that raises questions of management integrity.
 - To consider and examine such other matters as the Board consider appropriate and beneficial.

2. Risk Management and Internal Control

- Review the adequacy and effectiveness of risk management, internal control and governance systems including information technology security control, and to evaluate the systems with the external auditors.
- To review and verify annually the effectiveness of the Company's Risk Management Program and to review the Company's major risk exposures and the steps management has taken to monitor and control such exposures.
- To review the risk assessment of the Company.

3. External Audit

- Review the competency and performance of the external auditors.
- Consider and recommend the appointment, re-appointment, resignation, dismissal and remuneration of external auditors.
- To discuss and review with the external auditors any proposal from them to resign as auditors.
- To recommend to the Board on the appointment and the annual re-appointment of the external auditors and their audit fees, after taking into consideration the independence and objectivity of the external auditors and the cost effectiveness of their audit.
- To monitor the engagement of the external auditors in performing such audit services, considering the types of services rendered and its related fees, such that the position as auditor is not deemed to be compromised.

- Review the external auditors' audit plan before the audit commences and discusses the nature, scope and approach of the audit.
- To review with the external auditors, the nature and scope of their audit plan, their evaluation of the system of internal controls and their management letter and discuss any matter that the external auditors may wish to raise in the absence of management, where necessary.
- Review and confirm the independence and objectivity of the external auditors, taking into consideration the local professional and regulatory requirements.
- To consider whether the independent auditors provision of non-audit services is compatible with maintaining the independent auditors' independence.
- To review the co-ordination of the audit approaches where more than one audit firm of external auditors is involved and the co-ordination between the external and internal auditors.
- Identify any matters in respect of which it considers that action or improvement is needed and reviewing recommendations as to the steps to be taken.

4. Internal Audit

- To review the adequacy of the scope, functions, competency and resources of the internal audit function.
- To approve the internal audit plan and review the results of the internal audit plan or investigation undertaken and whether or not appropriate action taken by management on the recommendations of the internal audits function.
- Have final authority to review and approve the Annual Audit Plan and all major changes to the plan.
- The Head of Internal Audit shall report directly to the Committee and shall have direct access to the Chairman of the Committee.
- To appraise the performance of the Head of Internal Audit and to review the appraisals of senior staff members of the internal audit function.

5. Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the result of management's investigation and follow-up (including disciplinary action) of any major instances of non-compliance.
- Review procedures established to address allegations raised by whistleblowers, to ensure proportionate and independent investigation is conducted and follow-up action is taken and highlighted to the Committee.
- Review the findings of any examination by regulatory agencies and any auditor's observations.

- Review the process for communicating the Code of Conduct to the staff, and for monitoring compliance therewith.
- Review the effectiveness of measures put in place to combat corruption in the Company.

Performance of the Audit and Risk Management Committee

The appointment of Chairman and members of the Audit and Risk Management Committee had been made in accordance to the Listing Requirements.

The Committee members were informed at the beginning of the year of the number of meetings scheduled during the year.

The Audit and Risk Management Committee members were given agenda and relevant papers for the meetings at least five (5) days prior commencement of scheduled meetings.

Pursuant to the Listing Requirements, the Board had reviewed the terms of office and assessed the performance of each member of the Audit and Risk Management Committee appointed for the year based on the recommendation of the Nomination Committee.

The Board is satisfied that the Audit and Risk Management Committee has discharged its duties in accordance with the Terms of Reference.

Summary of Works of the Audit and Risk Management Committee

During the year under review, the Audit and Risk Management Committee has undertaken the following activities:-

- Reviewed the external auditors' audit plan, scope and areas of audits, evaluation of the system of internal controls, audit findings, management's response to the management letter given by the external auditor and the audit report.
- Reviewed the suitability of the external auditors and recommended to the Board for re-appointment and the audit fee thereof.
- Reviewed and recommended to the Board for approval on the new clauses in the updated letters of engagement from the external auditors for the Group.
- Reviewed the Company's Financial and General Performance Report in order to ensure that the Board had been provided with sufficient information for announcements to Bursa Malaysia Securities Berhad.
- Reviewed the annual financial statements and quarterly results of the Group for the Board's approval.
- Review the policy on recurrent related party transaction (RRPT) of a revenue or trading nature and recommended to the Board for approval, adoption and inclusion in the circular to shareholders in relation to the proposed renewal of shareholders' mandate for RRPT pursuant to the Bursa Malaysia Listing Requirements.

- Reviewed the risk management of the Company, management objectives and policies of the Group and recommended to the Board for approval and adoption.
- Reviewed the results of the Group's internal audit reports and the adequacy of remedial actions taken by the management as recommended in the reports.
- Reviewed and approved the 2019 Internal Audit Plan.
- Reviewed follow-up actions by management on any weaknesses in internal accounting procedures and controls as highlighted by the external and internal auditors.

Summary of Works of the Internal Audit Functions

The Audit and Risk Management Committee is assisted by the in-house Internal Audit Department in maintaining a sound system of internal controls.

Internal Audit Department is headed by En. Zahari bin Jaafar who reports directly to the Audit and Risk Management Committee. He has been a member of senior management team since 2 May 2013. He graduated from University of Technology MARA (UiTM) with a Diploma in Planting Industry Management. During his tenure with FEHB, he has been posted at the FEHB's estates and Head Office.

Internal Audit Department is supported by five (5) executives (including the Head of Internal Audit) and a non-executive clerk. All staff has graduated with bachelor degrees or diplomas on various fields either in accountancy, administration or plantation.

The Internal Audit Department undertakes internal audit functions based on the audit plan that is reviewed and approved by the Audit and Risk Management Committee, which covers the adequacy of financial and operational controls, risk management, compliance with laws and regulations, policies and procedures and management efficiency, amongst others.

Internal Audit had carried out scheduled audit for eleven (11) auditable areas/scopes and also conducted special reviews on payment of workers' incentive and allowance based on the requests made by the management. All significant observations were highlighted during the audit exit meeting and follow-up on the observations were taken and communicated to the auditees, management and Audit and Risk Management Committee.

Internal Audit and the management had reviewed all Recurrent Related Party Transactions (RRPTs) entered in 2018 in order to ensure that the transactions are fair and reasonable to, and not to detriment of, the minority shareholders.

The compliance audits on International Sustainability & Carbon Certification (ISCC) and Malaysian Sustainable Palm Oil (MSPO) were reviewed by the Internal Audit Department in 2018.

An investigative audit was performed in October 2018 on a case of negligence made by certain staff of Sungai Gayung Estate. As a result of investigation audit, a Domestic Inquiry was held and the staff who found guilty was penalized accordingly.

The internal audit reports prepared by the Internal Audit Department are presented to the Audit and Risk Management Committee. The summary of Internal Audit's findings, recommendations and management's responses were also tabled to the Committee to ensure that management undertakes the agreed remedial actions. Internal Audit Department had adequate resources to carry out its duties during the year 2018.

The internal and external auditors had met to discuss on issues pertaining to the principal risks, follow-up actions taken by the management and also scopes/areas of audit to be covered by both parties.