

## **BOARD AUDIT COMMITTEE**

### **Terms of Reference**

#### **1. Purpose**

- 1.1. The Audit Committee is collectively responsible for facilitating the external and internal audit of Trybe Limited and for providing the Board independent information about Trybe Limited's activities.

#### **2. Mandate**

- 2.1. The Audit Committee will be operating under the delegated authority of the Board.
- 2.2. The Audit Committee shall be given access to information of the Company required for it to execute its duties.

#### **3. Roles and Responsibilities**

- 3.1. The Audit Committee shall oversee the financial reporting and disclosure process and monitor the choice of accounting policies and principles.
- 3.2. The Audit Committee shall review the audit plans and reports of the external auditors and internal auditors and considers the effectiveness of the actions taken by management on the auditors' recommendations.
- 3.3. The Audit Committee shall conduct periodic internal checks on key processes to ensure compliance with the established procedures, and report to the Board on the findings and recommendations for improvements.
- 3.4. The Audit Committee shall analyse and address the risks that are associated with the key processes.
- 3.5. The Audit Committee shall oversee regulatory compliance and whistleblower guidelines (where applicable).
- 3.6. The Audit Committee shall report to the Board of any financial irregularities, concerns, and opportunities; and liaise with auditors on any significant matters arising.

#### **4. Composition**

- 4.1. The Audit Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Chair of the Audit Committee should not be the Board Treasurer.
- 4.3. The Audit Committee shall comprise Members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.4. There is no maximum number of members in the committee but there shall not be less than two (2) members (including the Committee Chairperson) at all times.

## **5. Appointment**

- 5.1. The Audit Committee will be appointed by the Board.
- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Audit Committee composition, at least once every three years, or as necessary, to ensure that the Audit Committee has the required expertise to perform its role.

## **6. Meeting**

- 6.1. The Audit Committee shall meet at least once a year.
- 6.2. Audit Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

## **7. Resources**

- 7.1. Head, Corporate Services Division, Head, Finance Department, and selected staff shall support the Audit Committee.
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## **BOARD FINANCE COMMITTEE**

### **Terms of Reference**

#### **1. Purpose**

- 1.1. The Finance Committee is collectively responsible for financial oversight and governance of the Company.

#### **2. Mandate**

- 2.1. The Finance Committee will be operating under the delegated authority of the Board.
- 2.2. The Finance Committee shall be given access to information of the Company required for it to execute its duties.

#### **3. Roles and Responsibilities**

- 3.1. The Finance Committee shall review and endorse the Company's Financial Regulations, with documented controls and procedures for financial matters in key areas, including procedures and controls in procurement, receipting, payment processes, as well as system for the delegation of authority and limits of approval in the Company.
- 3.2. The Finance Committee shall review and endorse the capital and operating budgets and plans prepared by the management before presentation to the Board.
- 3.3. The Finance Committee shall review the financial status of the Company and ensure financial sustainability required to carry on the Company's activities for the long term. Where necessary, the Finance Committee guides the management to develop strategies to address financial needs.
- 3.4. The Finance Committee shall ensure the proper accountability of funds and immediately address any financial irregularities or concerns.
- 3.5. The Finance Committee shall ensure that financial reports are true and accurate and contain adequate and necessary information for stakeholders.
- 3.6. The Finance Committee shall review and endorse the Company's Reserves & Investments Policy, with clear and specific guidelines and procedures.
- 3.7. The Finance Committee shall guide the management in the use of investments to contribute to the financial sustainability of the Company and shall review all existing investments at least once a year, or as and when the investment losses reach the defined stop-loss threshold of the Board; to decide if the investment should be withdrawn, reallocated or maintained at status quo.

#### **4. Composition**

- 4.1. The Finance Committee shall be chaired by a Board Member and shall consist of Board Members and professionals who are not on the Board.
- 4.2. The Chair of the Finance Committee is usually the Board Treasurer, unless decided otherwise by the Board.

- 4.3. The Finance Committee shall comprise Members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.4. There is no maximum number of members in the committee but there should not be less than two (2) members (including the Committee Chairperson) at all times.

## **5. Appointment**

- 5.1. The Finance Committee will be appointed by the Board.
- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Finance Committee composition, at least once every three years, or as necessary, to ensure that the Finance Committee has the required expertise to perform its role.

## **6. Meeting**

- 6.1. The Finance Committee shall meet at least twice a year.
- 6.2. Finance Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

## **7. Resources**

- 7.1. Head, Corporate Services Division, Head, Finance Department, and selected staff shall support the Finance Committee.
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## **BOARD FUNDRAISING COMMITTEE**

### **Terms of Reference**

#### **1. Purpose**

- 1.1. The Fundraising Committee is collectively responsible for the Company's fundraising efforts.
- 1.2. The Fundraising Committee guides, approves, and supports fundraising strategies led by the management.

#### **2. Mandate**

- 2.1. The Fundraising Committee will be operating under the delegated authority of the Board.
- 2.2. The Fundraising Committee shall be given access to information of the Company required for it to execute its duties.

#### **3. Roles and Responsibilities**

- 3.1. The Fundraising Committee shall approve fundraising plans and targets prepared by the management and ensure that these efforts are legal, ethical, appropriate, cost-effective, and transparent.
- 3.2. The Fundraising Committee shall provide oversight of the Company's fundraising initiatives and assess whether such initiatives are adequate to contribute to the financial sustainability of the Company.
- 3.3. Paid third-party fundraisers shall be engaged with prudence. Such appointments shall be reviewed and approved by the Board, considering the rationale and fee arrangements (including commissions payable) involved.
- 3.4. The Fundraising Committee shall ensure that the Company accounts to donors what, how and when the funds would be used, ensuring timely disclosures.
- 3.5. The Fundraising Committee shall ensure that all money raised is properly accounted and safeguarded. Where the money is received for a restricted or specific purpose, the Fundraising Committee shall ensure the Company properly monitors and set limits for the use of such money.
- 3.6. The Fundraising Committee shall ensure that the Company keeps donor's details confidential, with no disclosure without their written permission.

#### **4. Composition**

- 4.1. The Fundraising Committee shall be chaired by a Board Member and can consist of Board Members and professionals who are not on the Board.
- 4.2. The Fundraising Committee shall comprise members with a collective mix of appropriate skillsets, independence, and diversity, to allow the Committee to discharge its duties effectively.
- 4.3. There is no maximum number of members in the committee but there shall not be less than two (2) members (including the Committee Chairperson) at all times.

## **5. Appointment**

- 5.1. The Fundraising Committee will be appointed by the Board.
- 5.2. The term of appointment for all Members is set at 3 years, with the option for reappointment for another term or less, as determined solely by the Board.
- 5.3. The Board shall review the Fundraising Committee composition, at least once every three years, or as necessary, to ensure that the Fundraising Committee has the required expertise to perform its role.

## **6. Meeting**

- 6.1. The Fundraising Committee shall meet at least twice a year.
- 6.2. Fundraising Committee Members shall make every effort to attend all meetings.
- 6.3. Participation may be in person or video-conferencing.
- 6.4. Meeting minutes as a record of the actions that the Committee has taken in light of its informed, prudent deliberations and decision making will be circulated to all members two weeks from the meeting. A copy of which will be kept by the Chief Executive Officer or his/her appointed officer for filing.

## **7. Resources**

- 7.1. Chief Executive Officer, Head, Corporate Services Division and selected staff shall support the Fundraising Committee.
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