



TOYO VENTURES HOLDINGS BERHAD

202001001322 (1357641-P)
(Incorporated in Malaysia)

EXTERNAL AUDITORS POLICY

1. INTRODUCTION

The Audit Committee (“AC” or “Committee”) of Toyo Ventures Holdings Berhad (“TVHB” or “Company”) is committed to reviewing, assessing and monitoring the performance, suitability and independence of external auditors.

2. OBJECTIVE

The objective of this External Auditors Policy (“Policy”) is to outline the guidelines and procedures for the Committee to assess and monitor the external auditors.

3. SCOPE

This Policy applies to the external auditors of TVHB and its subsidiaries (“TVHB Group”).

4. DEFINITION

“Non-audit services” means any services rendered to TVHB Group other than for statutory auditing work.

5. SELECTION & APPOINTMENT

Pursuant to Section 273 of the Companies Act 2016, the office of auditors shall cease at the conclusion of each annual general meeting. Accordingly, the members shall appoint or re-appoint the external auditors of the Company, and the external auditors so appointed shall, hold office until the conclusion of the next annual general meeting of the Company.

Should the Committee determine a need for a change of external auditors, the Committee will follow the following procedures for selection and appointment of new external auditors:-

- a) the Committee to identify the audit firms who meet the criteria for appointment and to request for their proposals of engagement for consideration;
- b) the Committee will assess the proposals received and shortlist the suitable audit firms;



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EXTERNAL AUDITORS POLICY

- c) the Committee will meet and/or interview the shortlisted candidates;
- d) the Committee may delegate or seek the assistance of the Group Financial Controller/ Group Finance Manager to perform items (a) to (c) above;
- e) the Committee will recommend the appropriate audit firm to the Board for appointment as external auditors; and
- f) the Board will endorse, after due consideration, the recommendation and seek shareholders' approval for the appointment of the new external auditors and/or resignation/removal of the existing external auditors at the general meeting.

6. SELECTION CRITERIA

The Committee will evaluate potential audit firm on a number of criteria including, but not limited to:

- a) Independency, objectivity and professional skepticism
- b) Quality of engagement team
- c) Reputation
- d) Internal governance process
- e) Human Resources and qualification
- f) Proven and demonstrated experience in audit of listed companies
- g) Cost
- h) Clientele (size, spread, etc.)

7. INDEPENDENCE

The external auditor's independence is a key factor in ensuring that the financial statements of the TVHB Group are true and fair, and meet high standards of financial integrity.



TOYO VENTURES HOLDINGS BERHAD

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EXTERNAL AUDITORS POLICY

The Committee monitors the independence of the external auditors, including any relationship with TVHB Group or any other person or entity that may impair or compromise, or appear to impair or compromise, the external auditor's independence.

Independence may be impaired or compromised by the provision of services of a non-audit nature to TVHB Group, depending on the materiality of those services and the fees charged for them. Therefore, the external auditors are precluded from providing any services that may impair their independence or conflict with their role as external auditors.

The Committee shall obtain a written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

8. NON-AUDIT SERVICES

The external auditors can be engaged to perform non-audit services that are not, and are not perceived to be, in conflict with the role of the external auditors. This excludes audit related work in compliance with statutory requirements.

The prohibition of non-audit services is based on three (3) basic principles as follows:

- a) external auditors cannot function in the role of Management;
- b) external auditors cannot audit their own work; and
- c) external auditors cannot serve in an advocacy role of TVHB Group.

The external auditors shall observe and comply with the By-Laws of the Malaysian Institute of Accountants in relation to the provision of non-audit services. These non-audit services may include, but not limited to, the following:

- i. accounting and book keeping services;
- ii. valuation services;
- iii. taxation services;
- iv. internal audit services;



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EXTERNAL AUDITORS POLICY

- v. information technology system services;
- vi. litigation support services;
- vii. recruitment services; and
- viii. corporate finance services.

All engagements of the external auditors to provide non-audit services of amount more than RM50,000.00 are subject to the approval/endorsement of the Committee.

In accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, disclosure should also be made on the nature of the non-audit services if the fees on such non-audit services are significant.

Management shall obtain confirmation from the external auditors that the independence of the external auditors will not be impaired by the provision of non-audit services.

9. ROTATION OF AUDIT PARTNER

The audit partner responsible for the external audit of TVHB Group is subject to rotation at least every five (5) financial years, followed by a two-year minimum time out period during which they may not take part in the audit of TVHB Group.

10. ANNUAL REPORTING

The external auditors shall issue an annual audit plan for review and discussion with the Committee. The external auditors shall also report the audit findings to the Committee upon completion of the annual audit.

11. ANNUAL ASSESSMENT

The Committee shall carry out annual assessment on the performance, suitability and independence of the external auditors based on the following four (4) key areas:

- i. quality of service;



TOYO VENTURES HOLDINGS BERHAD

**202001001322 (1357641-P)
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EXTERNAL AUDITORS POLICY

- ii. sufficiency of resources;
- iii. communication and interaction; and
- iv. independence, objectivity and professional skepticism.

The Committee may also request the Group Financial Controller/ Group Finance Manager to perform the annual assessment of the external auditors.

12. REVIEW OF POLICY

This Policy has been approved by the Board and is made available for reference in the TVHB's corporate website and internal computer networking system.

This Policy shall be reviewed by the Board once in every two years and updated whenever necessary to ensure its effective implementation. Any subsequent amendments to the Policy should be approved by the Board upon recommendation by the AC.