

## **Audit Committee**

### **Composition**

- i) The Audit Committee shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors, with a majority being Independent Directors.
- ii) At least of one (1) member of the Audit Committee must meet the criteria set by the Bursa Malaysia Securities Berhad's ("Bursa Securities") Main Market Listing Requirements ("Main Market LR").
- iii) The Chairman of the Audit Committee shall be an Independent Director.
- iv) No alternate director shall be appointed as a member of the Audit Committee.
- v) In the event of any vacancy in Audit Committee, the Board of Directors shall, within three (3) months of that event, fill the vacancy.

### **Meetings and Quorum**

The Audit Committee shall meet at least four (4) times a year, with additional meetings convened as and when necessary and attended by the Department Head charged with the responsibility of the Group's financial reporting. Attendance of other Directors and employees at any particular Audit Committee Meeting will be at the invitation of the Audit Committee. The presence of the Internal and External Auditor for a meeting will be requested if required.

The quorum for any meeting shall be two (2) members of which the majority must be Independent Directors.

Circular Resolutions signed by all members shall be valid and effective as if it had been passed at the meeting of the Audit Committee meeting.

### **Secretary to Committee and Minutes**

The Company Secretary shall be the secretary of the Committee and as a reporting procedure the minutes shall be circulated to all members of the Board.

### **Authority**

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee for the purpose of discharging its functions and responsibilities.

The Committee is also authorised to obtain legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

### **Duties and Responsibilities**

The duties and responsibilities of the Audit Committee shall be:

- i) To review the Company's and the Group's Quarterly and Annual financial statements before submission to the Board. The review shall focus on:
  - any changes in accounting policies and practices
  - major judgmental areas
  - significant and unusual events
  - the going concern assumption
  - compliance with accounting standards and other legal requirements
  - compliance with Main Market LR

- ii) To review with the external auditors their audit plan, scope and nature of audit for the Company and the Group.
- iii) To assess the adequacy and effectiveness of the systems of internal control and accounting control procedures of the Company and the Group by reviewing the external auditors' management letters and management response.
- iv) To hear from the external auditors problems and reservations arising from their interim and final audits.
- v) To review the internal audit plan, consider the major findings of internal audit, fraud investigations and actions and steps taken by management in response to audit findings and to review the adequacy of the competency of the internal audit function.
- vi) To review any related party transactions that may arise within the Company or the Group.
- vii) To consider the appointment of the external auditors, the terms of reference of their appointment and any question of resignation or dismissal including whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment, including making an assessment of the their independence where external auditors also provide non-audit services.
- viii) To undertake such other responsibilities as may be agreed to by the Committee and the Board.