

TERMS OF REFERENCE OF AUDIT COMMITTEE

1. COMPOSITION

The members of the Audit Committee shall be appointed by the Board of Directors ("**Board**") from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors of not less than three (3), of which the majority shall be Independent Non-Executive Directors of the Company; and at least one (1) member of the Audit Committee:

- a) must be a member of the Malaysian Institute of Accountants;
- b) if he/she is not a member of the Malaysian Institute of Accountants, he/she must have at least three (3) years' working experience and
 - i. he/she must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - ii. he/she must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
- c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

In the event that a member of the Audit Committee resigns, dies or for any other reason ceases to be a member resulting in non-compliance of any of the requirements above, the Board, shall, within three (3) months of that event, appoint such number of new members as may be required to fill the vacancy.

The following persons shall not be eligible for appointment as a member of the Audit Committee:

- a) Chairman of the Board;
- b) alternate Director; and
- c) any former partner of the external audit firm and/or affiliate firm (including those providing advisory services, tax consulting etc) of the Company or its subsidiary(ies) ("**Group**") who have not observed a cooling off period of at least three (3) years before being appointed as a member of the Audit Committee.

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2. CHAIRMAN

The Chairman of the Audit Committee shall be an Independent Non-Executive Director appointed by the Board from time to time (“**Chairman**”).

3. SECRETARY

The Company Secretary shall be the Secretary of the Audit Committee.

4. MEETINGS

The Audit Committee shall meet at least four (4) times a year.

The notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Audit Committee and any other persons who may be required to attend, at least seven (7) days prior to the date of the meeting.

In addition, the Audit Committee Chairman may convene a meeting of the Audit Committee if requested to do so by any member, or the internal or external auditors, to consider any matter within the scope and responsibilities of the Audit Committee or at the Audit Committee Chairman’s discretion.

Meetings of the Audit Committee shall be held at any place within or out of Malaysia.

Members of the Audit Committee may participate in a meeting in person or by means of teleconference, video conference or any other form of audio and audio-visual communication which allows all persons participating in the meeting to hear and speak with each other, and such participation in a meeting shall constitute and be deemed present in person at the meeting.

A member of the Audit Committee should not vote on any matter in which he/she has any direct or indirect interest. Where possible, he/she should recuse himself/ herself from the portion of the meeting involving the potential conflict. A member should not be counted in the voting at a meeting for a resolution in which he/she is recused or barred from voting.

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A simple majority of votes will decide any issue that requires a decision. In the event there is a deadlock, the Chairman shall have a second vote except where only two (2) members form a quorum or at the meeting which only two (2) members are competent to vote on the question at issue.

The Audit Committee may establish any regulations from time to time to govern its administration.

5. ATTENDANCE AT MEETINGS

The quorum for meetings of the Audit Committee shall consist of two (2) members of which the majority present must be Independent Non-Executive Directors.

In the absence of the Chairman and/or appointed deputy, the remaining members present shall amongst themselves elect a Chairman to chair the meeting, provided always that such Chairman shall be an Independent Non-Executive Director.

The head of finance, the head of internal audit, and a representative of the external auditor shall normally be invited to attend meetings of the Audit Committee. The Audit Committee may invite other Board members or any person to be in attendance to assist it in its deliberations. However, at least once a year the Audit Committee shall meet with the internal and external auditors without the presence of any executive Board members, management or employees.

6. RESOLUTIONS IN WRITING

A resolution in writing signed whether in original or by facsimile, by the requisite members of the Audit Committee who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

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7. AUTHORITY AND RIGHTS

The Audit Committee shall:-

- a) have authority to investigate any matter within its Terms of Reference;
- b) have the resources which are required to perform its duties;
- c) have full and unrestricted access to any information and documents pertaining to the Group;
- d) have direct communication channels with the external auditor and person(s) carrying out the internal audit function or activity;
- e) be able to obtain independent professional or other advice and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary. In practice, should any expenditure in connection therewith be expected to exceed RM30,000 in total, the Audit Committee should consult with the Chairman of the Board, or the Board, before proceeding;
- f) be able to convene meetings with the external auditor, the internal auditor or both, excluding the attendance of other directors and employees of the Company or the Group, whenever deemed necessary; and
- g) have the authority to report promptly to Bursa Securities if it is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements("MMLR") of Bursa Securities.

8. FUNCTIONS & DUTIES

The functions of the Audit Committee are to assist the Board to fulfil its responsibilities in relation to the Group's financial reporting and to examine the adequacy of the Group's internal control systems and corporate governance.

The duties of the Audit Committee shall be to:

- (1) discuss problems and reservations arising from the interim and final audits, and any matter the external auditor may wish to discuss (in the absence of management where necessary).

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- (2) review the external auditor's management letter and management response.
- (3) review the following and report the same to the Board:-
 - (a) with the external auditor, the audit plan, scope and nature of audit for the Company and of the Group, and ensure co-ordination where more than one audit firm is involved;
 - (b) with the external auditor, his evaluation of the system of internal controls of the Company and of the Group;
 - (c) with the external auditor, his audit report, and any matter he may wish to discuss (in the absence of management where necessary);
 - (d) the assistance given by the employees to the external and internal auditors;
 - (e) adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
 - (f) the internal audit plan, processes, results of the internal audit assessments, processes or investigations undertaken and whether or not appropriate action is taken on the recommendations of the internal auditor;
 - (g) the quarterly results and year-end financial statements, prior to the approval by the Board, focusing particularly on:-
 - i) changes in or implementation of major accounting policy or practice changes;
 - ii) significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed;
 - iii) significant audit adjustments arising from the audit;
 - iv) the going concern assumption; and
 - v) compliance with accounting standards, Companies Act 2016, the MMLR and other legal requirements.

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- (h) any related party transaction and conflict of interests situation that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (i) any letter of resignation from the external auditor of the Company;
 - (j) whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment and
 - (k) the audit and non-audit fees of the external auditor.
- (4) review procedures established to address allegations raised by whistleblowers, to ensure independent investigation is conducted and follow-up action is taken and highlighted to the Board.
 - (5) review the process for communicating the Code of Conduct to the staff, and for monitoring compliance.
 - (6) obtain regular updates from Management regarding compliance matters.
 - (7) review the effectiveness of anti-corruption measures taken.
 - (8) consider the major findings of internal investigations and management's response.
 - (9) recommend the nomination of a suitable audit firm having regard to the following:-
 - (a) adequacy of the experience and resources of the audit firm;
 - (b) the audit partner-in-charge assigned to the audit;
 - (c) the audit firm's other audit engagements;
 - (d) the size and complexity of the Group companies being audited;
 - (e) the number and experience of supervisory and professional staff assigned to the particular audit; and
 - (f) the independence of the audit firm.
 - (10) conduct an annual evaluation of the performance of the external auditor and undertaking follow up measures, where required;

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- (11) convene a meeting of the Audit Committee to consider any matter the external auditor believes should be brought to the attention of the Board or shareholders of the Company; and
- (12) undertake such other responsibilities as may be agreed to by the Board, or as may be required by law or the MMLR.

9. REVIEW OF TERMS OF REFERENCE

The Audit Committee will review this Terms of Reference from time to time and make the necessary amendments to ensure it remains consistent with the Board's objectives, the needs of the Company and the Group, applicable laws and practices, principles of the Malaysian Code on Corporate Governance and the MMLR.

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