

SINMAH CAPITAL BERHAD
[Registration No. 199401015973 (301653-V)]

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The terms of reference of the Audit Committee are as follows:

MEMBERSHIP

The Audit Committee shall be appointed by the Board of Directors from amongst their number and shall consist of not less than three (3) members, a majority of whom shall be Independent Directors. All members of the Audit Committee shall be Non-Executive Directors. No Alternate Director is appointed as a member of the Audit Committee and at least one (1) member of the Audit Committee:

- (a) must be a member of the Malaysian Institute of Accountants; or
- (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 has passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
 - (ii) he/she is a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967.or;
- (c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad and/or other relevant authorities from time to time.

The Audit Committee must comprise directors who have skills, knowledge and experience relevant to the responsibilities of the Audit Committee.

A former partner of the external audit firm engaged by the Group shall observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee.

The members of the Audit Committee shall elect a Chairman from among their number who shall not be the Chairman of the Board of Directors and must be an Independent Director. In the event of any vacancy in Committee resulting in the non-compliance of the above stated conditions, the Company shall fill the vacancy within three (3) months from the date of that event.

MEETING AND MINUTES

The Audit committee shall meet regularly, with due notice of issues to be discussed, and shall record its conclusions in discharging its duties and responsibilities. Meetings shall be held not less than four (4) times a year and such additional meeting as the Chairman shall decide in order to fulfill its duties.

The Company Secretary or any person appointed by the Audit Committee shall act as the Secretary of the Audit Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and other supporting explanatory documentation for circulation to the Audit Committee members at least seven (7) days prior to each meeting.

The Secretary will also be responsible for keeping the minutes of the meetings of the Audit Committee, and circulating them to Audit Committee members and to other members of the Board of Directors.

The Chairman of the Audit Committee shall engage on a continuous basis with senior management, such as the chairman, the chief executive officer, the finance director, the head of internal audit and the external auditors in order to be kept informed of matters affecting the Company.

The Chairman of the Audit Committee shall also convene a meeting of the Audit Committee to consider any matters that the external auditors and/or Internal Auditor believes should be brought to the attention of the directors or shareholders.

The Finance Director, Financial Controller, the Internal Auditors and a representative of the external auditors shall normally be invited to attend the meetings. Other members of the Board and employees of the Company may attend any particular Audit Committee meeting only at the Audit Committee's invitation, specific to the relevant meeting.

The Audit Committee shall meet with the External Auditors without the presence of executive Board members and management, as and when required by the Audit Committee. The Audit Committee may participate in a meeting of the Audit Committee by means of conference telephone, conference videophone or any similar or other communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

A resolution in writing, signed or approved by majority of the members of the Audit Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members. Such resolution may be approved by letter, electronic mail or other electronic communication.

QUORUM

A quorum shall consist of not less than two (2) members present, who must be Independent Directors.

AUTHORITY

The Audit Committee is empowered and authorised by the Board of Directors at the cost of the Company:

- (i) to investigate any matters within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group;
- (ii) to have the resources in order to perform its duties as set out in its terms of reference;
- (iii) to have full and unrestricted access to any information pertaining to the Company and the Group;
- (iv) to have direct communication channels with the external auditors and internal auditors;
- (v) to obtain external legal or other independent professional advice where necessary;
- (vi) to invite outsiders with relevant experience to attend its meetings, whenever deemed necessary;
- (vii) to convene meetings with the internal auditors excluding the attendance of other directors and employees of the Company, whenever deemed necessary; and
- (viii) to convene meetings with the external auditors excluding the attendance of executive directors and employees of the Company, whenever deemed necessary.

Notwithstanding anything contrary hereinbefore stated, the Committee does not have executive powers and shall report to the Board of Directors on matters considered and its recommendations thereon, pertaining to the Company and the Group.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follow:

- a) review the appointment, nomination, resignation and dismissal of external auditors and their respective audit fees;

- b) review the suitability, independence and objectivity of the external auditors and their services, including non-audit services;
- c) discuss with the external auditor before the audit commences, the nature and scope of the audit, competency and resources of the external audit and ensure co-ordination where more than one audit firm is involved;
- d) ensure that they are fully informed about significant matters related to the company's audit and its financial statements and addresses these matters and also their concerns on matters that may have an effect on the financial or audit of the Company are communicated to the external auditors;
- e) discuss problems and reservations arising from the interim and final audits and any matter the auditor may wish to discuss (in the absence of management);
- f) communicate their insights, views and concerns about relevant transactions and events to internal and external auditors;
- g) ensure there is co-ordination between internal and external auditors;
- h) review the following in relation to the internal audit function:
 - 1) review the adequacy of the scope, functions, competency and resources of the internal audit function, and whether it has the necessary authority to carry out its work;
 - 2) review the internal audit programme, processes and results of the internal audit programme, the effectiveness of the internal audit function, processes or investigation undertaken and, where necessary, ensure that appropriate action are taken on the recommendations of the internal audit function;
 - 3) review any appraisal or assessment of the performance of members of the internal audit function and their respective audit fees;
 - 4) approve any appointment or termination of senior staff members of the internal audit function; and
 - 5) take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- i) review the effectiveness of the management information system;
- j) review the quarterly results and annual financial statements of the Company and the Group with both the external auditors and management, and prior to approval by the Board, focusing particularly on:

- 1) any change in or implementation of accounting policies and practices;
 - 2) significant adjustment arising from the audit;
 - 3) any significant unusual events;
 - 4) the going concern assumption; and
 - 5) compliance with accounting standards and other legal requirements.
- k) review the following:
- 1) with the external auditor, the audit plan;
 - 2) with the external auditor, evaluation of the system of internal controls;
 - 3) with the external auditor, audit report; and
 - 4) the assistance given by the employees of the Company and the Group to the external auditor.
- l) review and discuss any management letter sent by the external auditors to the Company and the management's response to such letter;
- m) consider the report, major findings and management's response thereto on any internal investigations carried out by the internal auditors;
- n) review all areas of significant financial risk and the arrangements in place to contain those risks to acceptance levels;
- o) review any related-party transactions and potential conflict of interest situations that arose, persist or may arise within the Company and the Group, including any transaction, procedure or course of conduct that raises questions on management integrity and the measures taken to resolve, eliminate or mitigate such conflict.

In reviewing the conflict of interest, the Audit Committee should consider the following factors:

- (i) the nature of conflict of interest situations and the impact of the Group;
 - (ii) identification of the conflicted person; and
 - (iii) controls in place/corrective actions to be taken, to ensure the conflicted persons do not abuse his/her power to gain an unfair advantage.
- p) review whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment;
- q) review the allocation of options pursuant to the Employees' Share Options Scheme and make such statement to be included in the Annual Report of the Company in relation to a share scheme for employees;

- r) Any such other functions as may be agreed by the Committee and the Board.

RESPONSIBILITY

Where the Committee is of the view that a matter reported by it to the board of directors of the Company has not been satisfactorily resolved resulting in a breach of the Listing Requirements of the Bursa Malaysia Securities Berhad or any serious offence involving fraud and dishonesty committed by the Company or the Group, the Committee has the responsibility to promptly report such matters to the Bursa Malaysia Securities Berhad or any other relevant authorities.

REVIEW OF THE COMPOSITION OF THE COMMITTEE

The term of office and performance of the Committee and each of the members shall be reviewed by the Nomination Committee annually to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

REVISION AND UPDATES

This Terms of Reference will be reviewed and updated at least once a year to ensure it remains consistent with the Audit Committee's objectives and responsibilities.

Any revision or amendment to this Terms of Reference, as proposed by the Audit Committee or any third party, shall be presented to the Board for approval. Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.