

SEAL

INCORPORATED BERHAD

Registration No.: 196201000416 (4887-M)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF AUDIT COMMITTEE

Constitution

The Board of Directors resolved to establish a Committee of the Board to be known as the Audit Committee on 13 July 1994. The terms of reference of the Audit Committee amended on 13 May 2009 shall be as follows:

Composition of the Audit Committee

The Committee shall be appointed by the Board from among its Directors (except alternate directors) and shall fulfill the following requirements:

- (a) the Committee must be composed of no fewer than three (3) members;
- (b) all the Committee must be non-executive directors, with a majority of them being independent directors; and
- (c) at least one member of the Committee:
 - (i) must be a member of the Malaysian Institute of Accountants; or
 - (ii) if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years' working experience and:
 - (a) he must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act, 1967; or
 - (b) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967; or
 - (iii) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").
- (d) No former key audit partner of the Company's external auditors firm shall be appointed as a member of the Audit Committee before observing a cooling-off period of at least two (2) years.
- (e) The Chairman of the Audit Committee shall be an Independent Director and be elected from amongst their members. All members of the Audit Committee, including the Chairman, will hold office until otherwise determined by the Board. The Board shall, within three (3) months of any vacancy occurring in the Committee which results in the non-compliance of the composition of the Committee appoint such number of new members as may be required to comply with the required composition.
- (f) The Nominating Committee shall review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with the terms of reference.

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Rights and Authority

The Committee shall, in accordance with the procedure determined by the Board and at the cost of the Company:

- (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 pertaining to the Company and the Group, their records, properties and personnel;
- (d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
- (e) be able to obtain external legal or other independent professional advice as necessary;
- (f) be able to convene meetings with the external auditors, without the attendance of any executive members of the Committee, and if appropriate, the Secretary, whenever deemed necessary; and
- (g) authorise an investigation where there is possible fraud, illegal acts or suspected violation of the Code of Conduct and Business Ethic involving Senior Management or members of the Board.

Functions

The functions of the Committee shall include the following:

- (a) review the following and report the same to the Board:
 - (i) with the external auditor, the audit plan;
 - (ii) with the external auditor, his evaluation of the system of internal controls;
 - (iii) with the external auditor, his audit report, management letter and management's response;
 - (iv) the assistance given by the employees of the Company to the external auditor;
 - (v) the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;
 - (vi) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
 - (vii) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:
 - (viii) changes in or implementation of major accounting policy changes;
 - (ix) significant and unusual events; and
 - (x) compliance with accounting standards and other legal requirements

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- (xi) any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - (xii) any letter of resignation from the external auditors of the Company; and
 - (xiii) whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment.
- (b) recommend the nomination of a person or persons as external auditors.
- (c) assess the performance of the internal and external auditors including assessment on their independence on an annual basis.

Meetings and Reporting Procedures

Meetings of the Committee shall be held not less than four (4) times a year. The Committee shall meet with the external auditors without executive board members present at least twice a year. The external auditors may request a meeting if they consider that one is necessary and shall have the right to appear and be heard at any meeting of the Committee. The Chairman shall convene a meeting whenever any member of the Committee requests for a meeting. Written notice of the meeting together with the agenda shall be given to the members of the Committee and external auditor where applicable. The quorum for a meeting of the Committee shall be two (2) Provided Always that the majority of members present must be independent directors and any decision shall be by a simple majority.

Other Board members, senior management and employees may attend the meeting upon invitation of the Audit Committee.

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