

JCY INTERNATIONAL BERHAD

(Company No. 713422-X)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Objectives

The principal objectives of the Audit Committee are to assist the Board in discharging its statutory and fiduciary duties and responsibilities relating to accounting and reporting practices as well as risk management of the Company. In addition, the Audit Committee shall:-

- (a) evaluate the quality of the audits performed by the internal and external auditors;
- (b) provide assurance that the financial information presented by management is relevant, reliable and timely;
- (c) oversee compliance with laws and regulations and observance of a proper code of conduct; and
- (d) determine the quality, adequacy and effectiveness of the Company's control environment.

2. Composition of members

The Board shall appoint the Audit Committee members from amongst themselves, comprising no fewer than three (3) members, all of whom shall be Non-Executive Directors. The majority of the Audit Committee members shall be Independent Directors.

*In this respect, the Board adopts the definition of "independent director" as defined under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").*

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members of the Audit Committee shall be financially literate and are able to understand the matters under the purview of the Audit Committee including the financial reporting process. At least one (1) member of the Audit Committee:-

- (a) shall be a member of the Malaysian Institute of Accountants ("**MIA**"); or
- (b) if he is not a member of the MIA, he must have at least 3 years of working experience and:
 - i. he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
 - ii. he must be a member of one (1) of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967.
- (c) fulfils such other requirements as prescribed or approved by Bursa Securities.

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No alternate director of the Board shall be appointed as a member of the Audit Committee.

No former key audit partner of the Company's external auditors shall be appointed as a member of the Audit Committee unless the said former key audit partner has observed a cooling-off period of at least two (2) years before being appointed as a member of the Audit Committee.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Retirement and resignation

If a member of the Audit Committee resigns, dies, or for any reason ceases to be a member resulting in non-compliance to the composition criteria as stated in paragraph 2 above, the Board shall within three (3) months of the event appoint such number of the new members as may be required to fill the vacancy.

3. Chairman

The Chairman of the Audit Committee shall be an Independent Non-Executive Director appointed by the Board of Directors from amongst the Audit Committee members and who shall not be the Chairman of the Board. The Audit Committee Chairman shall chair all Audit Committee meetings but in the absence of the Chairman, the members of the Audit Committee can elect from amongst themselves the Chairman of the meeting.

A vacancy resulting in the non-compliance with the requirement for the position of the Chairman of the Audit Committee must be filled within three (3) months.

The Chairman of the Audit Committee is responsible for ensuring the overall effectiveness and independence of the Audit Committee.

The Chairman of the Audit Committee together with other members of the Audit Committee should ensure amongst others that:-

- the Audit Committee is fully informed about significant matters relating to the Company's audit and its financial statements and how these matters are addressed;
- the Audit Committee appropriately communicates its insights, views and concerns about relevant transactions and events to the internal and external auditors;
- the Audit Committee's concerns on matters that may have an effect on the financial or audit of the Company are communicated to the external auditors; and
- there is co-ordination between internal and external auditors.

4. Secretary(ies)

The Secretary(ies) of the Audit Committee shall be the Company Secretary(ies) of the Company.

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5. Terms of Office

The Nomination Committee of the Company shall review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with the Audit Committee's terms of reference.

6. Meetings

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. In addition, the Chairman or any other member of the Audit Committee may call for additional meetings at any time at their discretion.

Upon the request of the external auditors, the Chairman of the Audit Committee shall convene a meeting of the Audit Committee to consider any matter the external auditors believe should be brought to the attention of the Directors or shareholders.

Reasonable notice of Audit Committee meetings shall be given to all the Audit Committee members unless the Audit Committee waives such requirement.

The Chairman of the Audit Committee shall engage on a continuous basis with the Chairman of the Board, the Executive Directors, the Finance Director, senior management, the head of internal audit and the external auditors in order to be kept informed of matters affecting the Company.

The Finance Director, the head of internal audit and the representatives of the external auditors respectively should normally attend meetings. Other Board members and employees may attend meetings upon the invitation of the Audit Committee. The Audit Committee shall be able to convene meetings with the external auditors, the internal auditors or both, without executive Board members or employees present whenever deemed necessary and at least twice a year with the external auditors.

Questions arising at any meeting of the Audit Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Audit Committee shall have a second or casting vote.

7. Minutes

Minutes of each Audit Committee meeting shall be kept at the registered office and distributed to each member of the Audit Committee and also to the other members of the Board. The Chairman of the Audit Committee shall report on the proceedings of each meeting to the Board.

The minutes of the Audit Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

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8. Quorum

The quorum for an Audit Committee meeting shall be the majority of members present who must be Independent Directors.

9. Circular Resolutions

A resolution in writing signed by a majority of the Audit Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Audit Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Audit Committee members. Any such document may be accepted as sufficiently signed by an Audit Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of an Audit Committee member.

10. Reporting

The Audit Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least four (4) times a year, but more frequently if it so wishes.

The Audit Committee shall report to the Board of Directors on any specific matters referred to it by the Board for investigation and report.

11. Authority

The Audit Committee shall, in accordance with a procedure to be determined by the Board of Directors and at the expense of the Company,

- (a) have explicit authority to investigate any matter within its terms of reference. All employees shall be directed to co-operate as requested by members of the Audit Committee.
- (b) have full and unlimited/unrestricted access to all information and documents/resources which are required to perform its duties as well as to the internal and external auditors and senior management of the Company and the Group.
- (c) obtain, at the expense of the Company, independent professional advice or other advice and to invite outsiders with relevant experience and expertise to attend any Audit Committee meeting, if necessary.
- (d) have direct communication channels with the internal and external auditors and person(s) carrying out the internal audit function or activity (if any).
- (d) where the Audit Committee is of the view that the matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Audit Committee shall promptly report such matter to Bursa Securities.
- (e) be entitled to the services of the Company Secretary(ies)

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12. Duties and Responsibilities

The duties and responsibilities of the Audit Committee are as follows:-

- (a) To review the quarterly and year-end financial statements of the Company and Group before submission to the Board, focusing particularly on:-
- any change or implementation of major accounting policies and practices;
 - significant matters highlighted including financial reporting issues, significant adjustments made by Management, significant and unusual events or transactions, and how these matters are addressed;
 - significant adjustments arising from the audit;
 - the going concern assumption; and
 - compliance with applicable financial reporting standards and other legal requirements;
- (b) To annually assess the performance, suitability, objectivity and independence of the external auditors;
- (c) To do the following, in relation to the internal audit function:-
- review the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work;
 - review the internal audit programme and results of the internal audit assessment, investigation undertaken, ensure that appropriate actions are taken on the recommendations of the internal auditors;
 - review the internal audit plan, consider the internal audit reports and findings of the internal auditors, fraud investigations and actions and steps taken by Management in response to audit findings;
 - review, appraise or assess the performance of members carrying out the internal audit function;
 - monitor the overall performance of the Company's internal audit function
 - approve any appointment or termination of senior staff members of the internal audit function; and
 - take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
- (d) To monitor the integrity of the Company's financial statements;

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- (e) To report its findings on the financial and management performance, and other material matters to the Board;
- (f) To consider the major findings of internal investigations and Management's response;
- (g) To discuss with the external auditors before the audit commences, the audit plan, particularly the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved;
- (h) To consider the appointment and re-appointment of the external auditors, the audit fee and any question of resignation or dismissal, including the review of any letter of resignation from the external auditors and whether there is reason (supported by grounds) to believe that the external auditors are not suitable for re-appointment;
- (i) To establish policies governing the circumstances under which contracts for the provision of non-audit services can be entered into and procedures that must be followed by the external auditors;
- (j) To review with the external auditors the evaluation of the system of internal controls and the audit report;
- (k) To review the assistance given by the Company's management to the external auditors;
- (l) To discuss problems and reservations arising from the interim and final audits, and any matter the auditors may wish to discuss (in the absence of management, where necessary);
- (m) To review the external auditors' management letter and management's response;
- (n) To review the adequacy and effectiveness of risk management, internal control and governance systems;
- (o) To consider any related party transactions 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's integrity;
- (p) To verify the allocation of Executives' Share Option Scheme ("**ESOS**") in compliance with the criteria as stipulated in the by-laws of ESOS of the Company, if any;
- (q) To monitor the Company's compliance with relevant laws, regulations and code of conduct on matters under its purview;
- (r) To consider and examine such other matters as the Audit Committee considers appropriate; and
- (s) To consider other matters as delegated by the Board.