



TERMS OF REFERENCE OF AUDIT COMMITTEE

Members

Tan Sri Dato' Thong Yaw Hong

Independent Non-Executive Chairman

Tan Sri Dato' Zaki bin Tun Azmi

Independent Non-Executive Director

Encik Izzuddin bin Dali

Independent Non-Executive Director

Composition

The Audit Committee shall be appointed by the Board of Directors of MAHB from amongst their numbers and shall comprise of three independent non-executive directors, one of which being a nominee from the Ministry of Finance. The Chairman of the Audit Committee shall be an independent non-executive director appointed by the Board of Directors.

Authority

The Audit Committee is authorised by the Board of Directors of MAHB to investigate and audit any activity within its Terms of Reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group.

The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

Scope and Functions

The scope and functions of the Audit Committee shall be to:

- a. Review the Audit Plan with the External Auditors.
- b. Review with the External Auditors, financial statements and reports by External Auditors in order to:
 - i. *provide a channel for communication between the Board and Audit function;*
 - ii. *evaluate the performance of the Auditors and consequently recommend their reappointment; and*
 - iii. *recommend for approval of the Board the external audit fees.*
- c. Approve and issue the Audit Committee's Report on the financial statements in the form as may be required by the relevant authorities from time to time.
- d. Report to the Board of Directors all pertinent issues.
- e. Review with the External Auditors, their evaluation of the system of internal accounting controls.

- f. Approve the Internal Audit Plan.
- g. Review the effectiveness of the Internal Audit function.
- h. Review follow-up actions by Management on any weaknesses of internal accounting procedures and controls as highlighted by the External and Internal Auditors.
- i. Review any significant transactions which are not within the normal course of business and any related party transactions that may arise within the Company or Group.
- j. Review interim financial information.
- k. Review accounting policies to determine suitability.
- l. Perform any other work that is required or empowered to do by statutory legislation or guidelines as prepared by relevant Government authorities which will include, but not limited to:
 - i. the Securities Commission;
 - ii. the Kuala Lumpur Stock Exchange; and
 - iii. the Ministry of Finance
- m. Review and approve the draft Annual Report prior to presentation to the Board of Directors for approval and subsequent despatch to the shareholders.

Frequency and Attendance

The Audit Committee Meetings shall be at least four times a year. Notice of meetings shall be circulated to the members one week in advance.

A quorum of two members is the minimum required to be present at any Audit Committee Meeting. In the absence of the Chairman, the members present shall elect a chairman for the meeting from amongst the members present.

Questions arising at any meeting shall be decided by a majority vote, each member having one vote and in the event of a tie, the Chairman shall have a second or casting vote. However, at meetings where two members form a quorum, or when only two members are competent to vote on an issue, the Chairman will not have a casting vote.

The Head of the Internal Audit Division shall be the Secretary of the Committee. In his or her absence, the Company Secretary shall be the Secretary.

Other heads of divisions and representative of the External Auditors may attend the Audit Committee Meetings by invitation.

The minutes of the meetings shall be tabled at the MAHB Board of Directors meeting.



ASAS RUJUKAN JAWATANKUASA AUDIT

Ahli-Ahli

Tan Sri Dato' Thong Yaw Hong

Pengerusi Bukan Eksekutif Bebas

Tan Sri Dato' Zaki bin Tun Azmi

Pengarah Bukan Eksekutif Bebas

Encik Izzuddin bin Dali

Pengarah Bukan Eksekutif Bebas

Komposisi

Jawatankuasa Audit akan dilantik oleh Lembaga Pengarah MAHB dari kalangan mereka dan akan terdiri daripada tiga orang pengarah bukan eksekutif bebas, salah seorang daripadanya adalah penama dari Kementerian Kewangan. Pengerusi Jawatankuasa Audit ini hendaklah merupakan seorang pengarah bukan eksekutif bebas yang dilantik oleh Lembaga Pengarah.

Kuasa

Jawatankuasa Audit ini diberi kuasa oleh Lembaga Pengarah MAHB untuk menyiasat sebarang aktiviti dalam lingkungan Asas Rujukannya dan boleh mendapat akses tanpa had kepada juru-audit dalam dan luar serta kepada semua kakitangan Kumpulan.

Jawatankuasa ini juga diberi kuasa oleh Lembaga Pengarah untuk mendapatkan khidmat nasihat perundangan luar atau khidmat nasihat profesional bebas yang lain jika perlu.

Skop dan Fungsi

Skop dan fungsi Jawatankuasa Audit adalah untuk:

- a. Menyemak Rancangan Audit dengan Juruaudit Luar.
- b. Menyemak dengan Juruaudit Luar penyata kewangan dan laporan yang disediakan oleh Juruaudit Luar bagi:
 - i. menyediakan satu saluran komunikasi antara Lembaga dan fungsi Audit
 - ii. menilai prestasi Juruaudit dan dengan itu mencadangkan semula perlantikan mereka; dan
 - iii. mencadangkan yuran Juruaudit Luar untuk diluluskan oleh Lembaga Pengarah
- c. Meluluskan dan mengeluarkan Laporan Jawatankuasa Audit mengenai penyata kewangan dalam bentuk seperti yang dikehendaki oleh pihak-pihak berkuasa yang berkaitan dari semasa ke semasa.
- d. Melaporkan isu-isu penting kepada Lembaga Pengarah.
- e. Menyemak dengan Juruaudit Luar, penilaian yang mereka buat mengenai sistem Kawalan perakaunan dalaman.

- f. Meluluskan rancangan Audit Dalam.
- g. Menyemak keberkesanan fungsi Audit Dalam.
- h. Menyemak tindakan susulan yang dibuat oleh Pengurusan berhubung sebarang kelemahan prosedur dan kawalan perakaunan dalaman seperti yang dikemukakan oleh Juruaudit Luar dan Dalaman.
- i. Menyemak sebarang urusan penting yang tidak mengikut lunas-lunas urusan perniagaan biasa dan sebarang urusan pihak berkaitan yang mungkin timbul dalam Syarikat atau Kumpulan.
- j. Menyemak maklumat kewangan interim.
- k. Menyemak dasar-dasar perakaunan bagi menentukan kesesuaiannya.
- l. Menjalankan sebarang kerja lain yang diperlukan atau diberi kuasa untuk melakukannya oleh peraturan atau garis panduan berkanun seperti yang disediakan oleh pihak-pihak berkuasa Kerajaan yang berkaitan yang antara lain meliputi, tetapi tidak terhad kepada:
 - i Suruhanjaya Sekuriti;
 - ii Bursa Saham Kuala Lumpur; dan
 - iii Kementerian Kewangan
- m. Menyemak dan meluluskan draf Laporan Tahunan sebelum dibentangkan kepada Lembaga Pengarah untuk diluluskan dan selepas itu dihantar kepada para pemegang saham.

Kekerapan dan Kehadiran

Mesyuarat Jawatankuasa Audit akan diadakan sekurang-kurangnya empat kali setahun. Notis mesyuarat akan diedarkan kepada para ahli seminggu lebih awal.

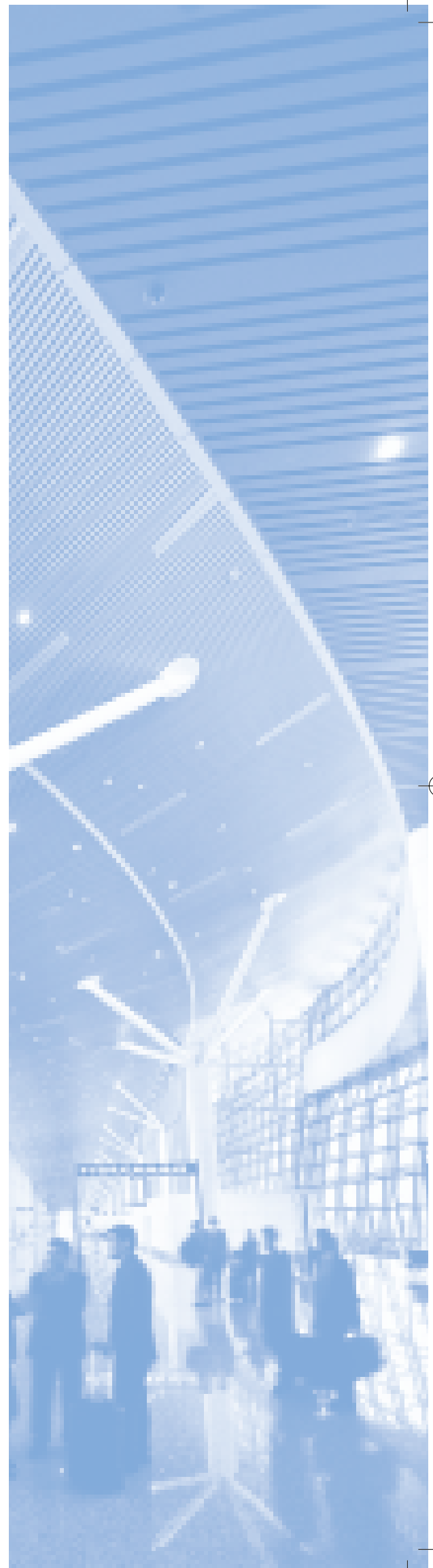
Kuorum seramai dua orang ahli adalah bilangan minimum yang diperlukan untuk hadir di sebarang Mesyuarat Jawatankuasa Audit. Jika Pengerusi tidak hadir, para ahli yang hadir akan memilih seorang dari kalangan mereka yang hadir sebagai pengerusi untuk mesyuarat.

Persoalan yang timbul dari sebarang mesyuarat akan ditentukan melalui undi majoriti. Setiap ahli mempunyai satu undi dan jika berlaku pengiraan undi seri, Pengerusi akan mempunyai undian kedua atau undian pemutus.

Walau bagaimanapun, dalam mesyuarat di mana dua orang ahli membentuk satu kuorum, atau hanya dua orang ahli layak untuk mengundi mengenai sesuatu isu, Pengerusi tidak akan mempunyai hak undian pemutus.

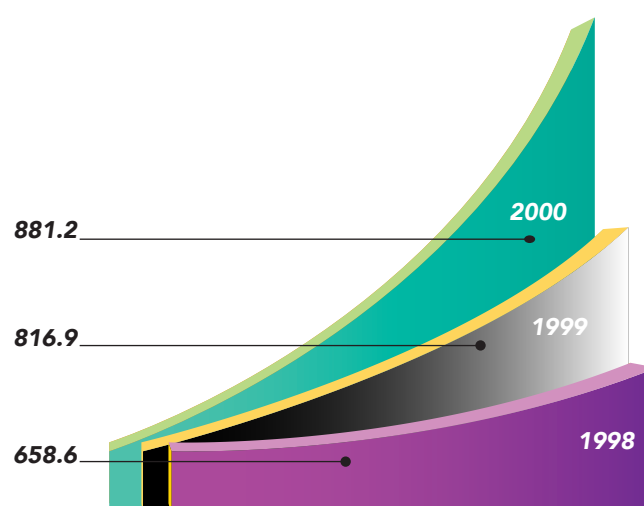
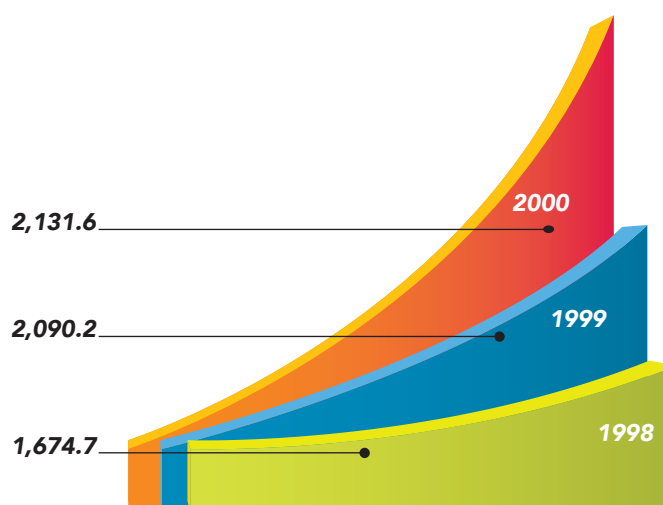
Ketua Bahagian Audit Dalaman akan menjadi Setiausaha Jawatankuasa. Semasa ketiadaan beliau, Setiausaha Syarikat akan menjadi setiausaha tersebut.

Ketua-ketua bahagian yang lain serta wakil Juruaudit Luar boleh menghadiri Mesyuarat Jawatankuasa Audit melalui jemputan.



GROUP 3-YEAR SUMMARY

Shareholder's Fund ✦ Dana Pemegang Saham [RM Million ✦ RM Juta]



Turnover ✦ Perolehan [RM Million ✦ RM Juta]

RINGKASAN 3 TAHUN KUMPULAN



Consolidated Profit and Loss Accounts ❖ Akaun Untung Rugi Yang Disatukan

Year Ended 31 December
Tahun Berakhir 31 Disember

Amount in RM (Million) ❖ Jumlah Dalam RM (Juta)

Turnover ❖ Perolehan

Profit Before Taxation ❖ Keuntungan Sebelum Cukai

Taxation ❖ Cukai

Profit After Taxation ❖ Keuntungan Selepas Cukai

Minority Interest ❖ Kepentingan Minoriti

Profit After Tax and Minority Interest ❖

Keuntungan Selepas Cukai dan Kepentingan Minoriti

	1998	1999	2000
Turnover ❖ Perolehan	658.6	816.9	881.2
Profit Before Taxation ❖ Keuntungan Sebelum Cukai	323.6	272.0	203.8
Taxation ❖ Cukai	18.1	(0.3)	(80.5)
Profit After Taxation ❖ Keuntungan Selepas Cukai	341.6	271.6	123.3
Minority Interest ❖ Kepentingan Minoriti	0.1	3.0	3.5
Profit After Tax and Minority Interest ❖ Keuntungan Selepas Cukai dan Kepentingan Minoriti	341.7	274.6	126.8

Consolidated Balance Sheets ❖ Kunci Kira-Kira Yang Disatukan

As at 31 December
Pada 31 Disember

Amount in RM (Million) ❖ Jumlah Dalam RM (Juta)

Fixed Assets ❖ Aset Tetap

Investments ❖ Pelaburan

Other Assets ❖ Aset-aset Lain

Current Assets ❖ Aset Semasa

Current Liabilities ❖ Tanggungan Semasa

Share Capital ❖ Modal Saham

Reserves ❖ Rizab

Shareholders' Funds ❖ Dana Pemegang Saham

Other Liabilities ❖ Tanggungan Lain

Minority Interest ❖ Kepentingan Minoriti

Highlights ❖ Maklumat Utama

Earnings Per Share ❖ Pendapatan Sesaham

Net Tangible Assets Per Share ❖ Aset Ketara Bersih Sesaham

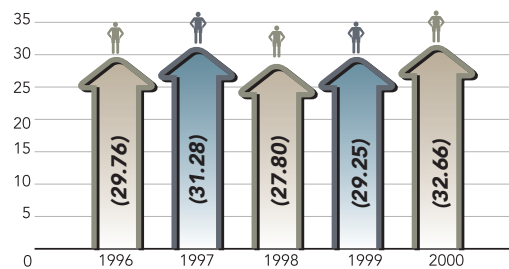
Dividend Per Share (sen) ❖ Dividen Sesaham (sen)

	1998	1999	2000
Fixed Assets ❖ Aset Tetap	1,096.8	1,509.9	1,968.6
Investments ❖ Pelaburan	88.1	345.7	194.9
Other Assets ❖ Aset-aset Lain	11.6	0.2	-
Current Assets ❖ Aset Semasa	847.5	793.4	596.8
Current Liabilities ❖ Tanggungan Semasa	(280.5)	(472.4)	(544.2)
	1,763.5	2,176.8	2,216.1
Share Capital ❖ Modal Saham	360.1	1,100.0	1,100.0
Reserves ❖ Rizab	1,314.6	990.2	1,031.6
Shareholders' Funds ❖ Dana Pemegang Saham	1,674.7	2,090.2	2,131.6
Other Liabilities ❖ Tanggungan Lain	48.7	49.6	50.9
Minority Interest ❖ Kepentingan Minoriti	40.1	37.0	33.6
	1,763.5	2,176.8	2,216.1
Highlights ❖ Maklumat Utama			
Earnings Per Share ❖ Pendapatan Sesaham	94.90	27.50	11.52
Net Tangible Assets Per Share ❖ Aset Ketara Bersih Sesaham	4.65	1.90	1.94
Dividend Per Share (sen) ❖ Dividen Sesaham (sen)	10	10	7.5

TRAFFIC MOVEMENT STATISTICS



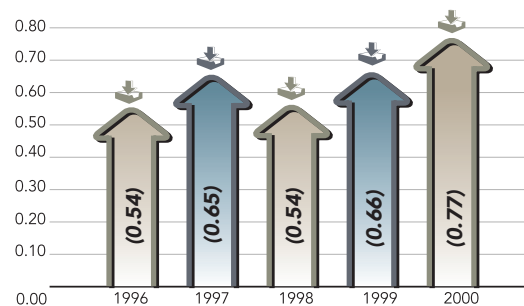
Passenger ✈ Penumpang
[Million ✈ Juta]



MALAYSIA AIRPORTS

Passenger Movements ✈
Pergerakan Penumpang [1996-2000]

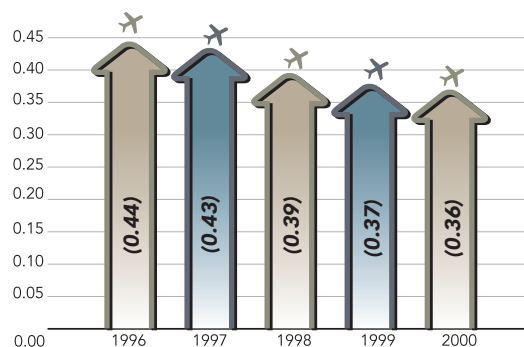
Cargo ✈ Kargo
[Million Metric Tonnes ✈
Juta Tan Metrik]



MALAYSIA AIRPORTS

Cargo Movements ✈
Pergerakan Kargo [1996-2000]

Aircraft ✈ Pesawat
[Million ✈ Juta]



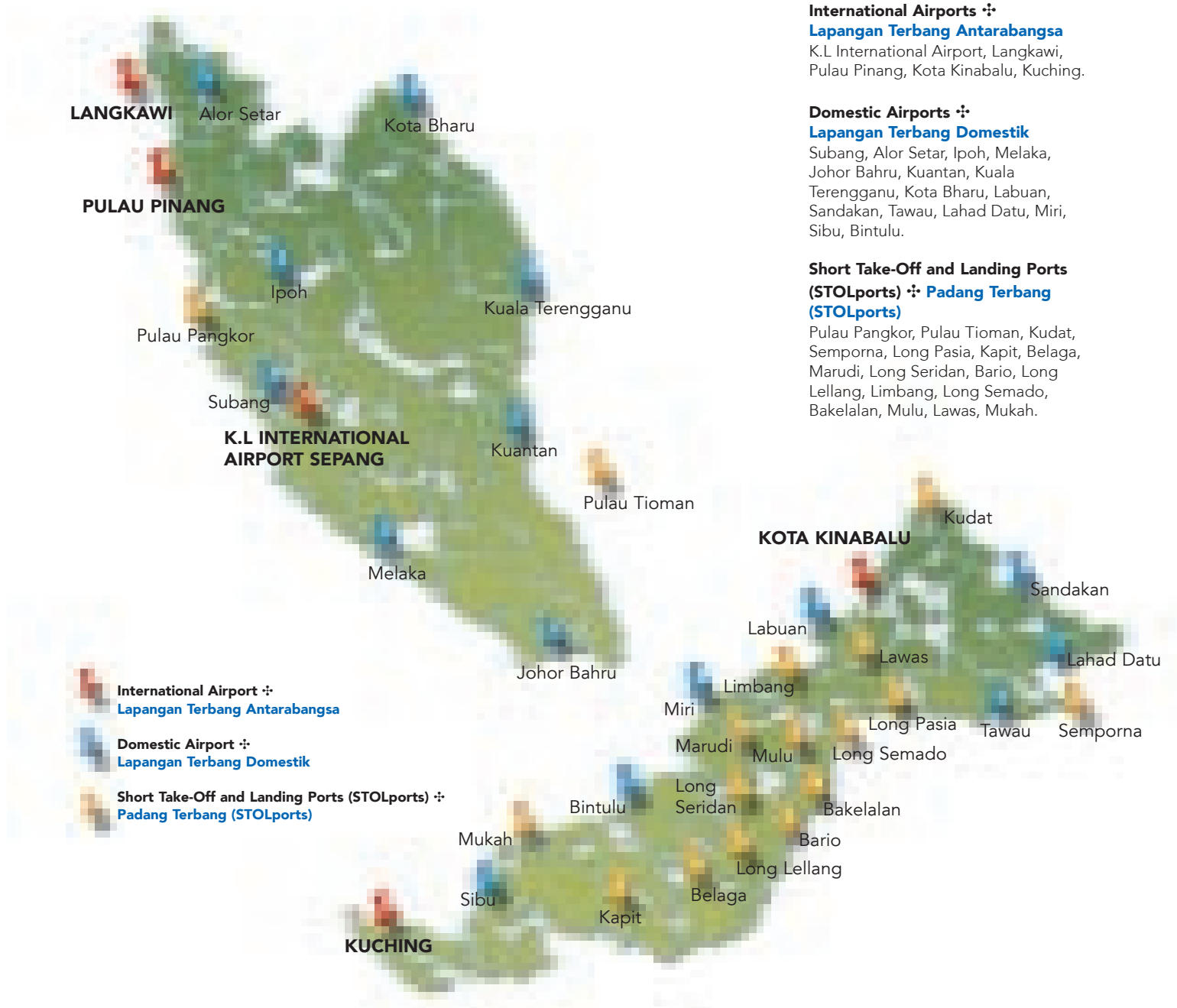
MALAYSIA AIRPORTS

Aircraft Movements ✈
Pergerakan Pesawat [1996-2000]

STATISTIK PERGERAKAN TRAFIK



AIRPORTS OPERATED BY THE GROUP



LAPANGAN TERBANG YANG DI KENDALIKAN OLEH KUMPULAN

BOARD OF DIRECTORS



LEMBAGA PENGARAH

Tan Sri Dato' Haji Basir bin Ismail

Chairman ❖ [Pengerusi](#)

Tan Sri Dato' Haji Basir, aged 74, holds a Diploma in Agriculture from Kolej Pertanian Malaysia (now known as Universiti Putra Malaysia), a Bachelor of Science (Agriculture) Degree from the University of Durham and a post-graduate Certificate in Agriculture from Wye College, University of London, United Kingdom.

A Fellow member of the Malaysian Institute of Management, Institute of Bankers, Malaysia as well as the Institute of Directors, London, Tan Sri Dato' Haji Basir has an impressive track record of more than 45 years in both the public and private sectors, holding various senior positions. He has been appointed to the esteemed post of Chairman of Malaysia Airports Sdn. Bhd. ever since the company's corporatisation exercise in 1992.

Tan Sri Dato' Haji Basir, berusia 74 tahun, memiliki Diploma Pertanian dari Kolej Pertanian Malaysia (kini dikenali sebagai Universiti Putra Malaysia), Ijazah Sarjana Muda Sains (Pertanian) dari University of Durham dan Sijil Pertanian lepasan ijazah dari Wye College, University of London, United Kingdom.

Beliau merupakan ahli Fellow Institut Pengurusan Malaysia, Institut Jurubank Malaysia dan Institute of Directors, London dan mempunyai 45 tahun rekod perkhidmatan yang cemerlang di dalam sektor awam dan swasta. Tan Sri Dato' Haji Basir telah dilantik untuk menyandang jawatan Pengerusi Malaysia Airports Sdn. Bhd. sejak syarikat ini diperbadankan pada tahun 1992.

Tan Sri Dato' Othman bin Mohd. Rijal

Managing Director ❖ Pengarah Urusan

Tan Sri Dato' Othman, aged 55, holds a Bachelor of Arts (Hons) degree from University Malaya and a Masters of Arts in Public Policy from the University of Wisconsin, USA. He served in numerous positions within the Government, such as, in the Ministry of Finance, Ministry of Transport and the Ministry of Agriculture. His last government post prior to his appointment as Managing Director of Malaysia Airports Holdings Berhad, was as Secretary General of Treasury at the Ministry of Finance.

Tan Sri Dato' Othman, berumur 55 tahun, memiliki Ijazah Sarjana Muda (Kepujian) Sastera dari



Universiti Malaya, serta Ijazah Sarjana dalam Polisi Awam dari University of Wisconsin, USA. Beliau telah berkhidmat sebagai pegawai kanan dalam beberapa jabatan di Kementerian Kewangan, Kementerian Pengangkutan dan juga Kementerian Pertanian. Jawatan beliau yang terakhir sebelum perantikannya sebagai Pengarah Urusan Malaysia Airports Holdings Berhad ialah sebagai Ketua Setiausaha Perbendaharaan di Kementerian Kewangan.



Encik Izzuddin bin Dali

Member ❖ Ahli

Aged 52, Encik Izzuddin graduated with a Bachelor of Econs. (Hons) from the University of Malaya and gained a Masters of Art in Economics from Western Michigan University, United States of America.

Encik Izzuddin began his career in the public sector in 1972 with the Ministry of Finance and is currently the Director of Budget, Budget Division, Ministry of Finance. He represents the Minister of Finance (Incorporated) as nominee director.

Encik Izzuddin, berusia 52 tahun, memiliki Ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya dan mendapat Ijazah Sarjana Sastera dalam bidang Ekonomi dari Western Michigan University, Amerika Syarikat.

Beliau memulakan kerjaya di dalam sektor awam di Kementerian Kewangan pada tahun 1972 dan kini merupakan Pengarah Belanjawan, Bahagian Belanjawan,

Kementerian Kewangan. Beliau mewakili Menteri Kewangan (Diperbadankan) sebagai pengarah penama.



Dato' Zaharaah binti Shaari

Member ❖ Ahli

Aged 51, Dato' Zaharaah graduated with a Bachelor of Arts (Hons.) Degree from the University of Malaya and Masters of Science in Transport Planning & Management from Polytechnic of Central London, United Kingdom.

Dato' Zaharaah, who began her career in the public sector in 1971 with the Ministry of Transport, is currently the Secretary General, Ministry of Transport. She sits on the Boards of several companies as a government nominee.

Dato' Zaharaah yang berusia 51 tahun, memiliki Ijazah Sarjana Muda Sastera (Kepujian) dari Universiti Malaya dan Ijazah Sarjana Sains dalam Perancangan & Pengurusan Pengangkutan dari Polytechnic of Central London, United Kingdom.

Beliau memulakan kerjaya di dalam sektor awam pada tahun 1971 dengan Kementerian Pengangkutan dan kini merupakan Ketua Setiausaha Kementerian Pengangkutan. Beliau menjadi ahli Lembaga Pengarah di beberapa buah syarikat sebagai penama kerajaan.



Tan Sri Dato' Thong Yaw Hong
Member ❖ Ahli

Tan Sri Dato' Thong, aged 70, has had an illustrious career in the Civil Service and continues to serve in the public as well as private sectors. He graduated with a Bachelor of Arts (Hons.) (Econs.) Degree from the University of Malaya, and holds a Masters in Development Planning and Public Administration from Harvard University, United States of America. He also completed the Advanced Management Program at the Harvard Business School, United States of America.

Tan Sri Dato' Thong currently sits on the Boards of several public-listed companies, among which as the Chairman of Public Bank Bhd. since 1986. He is a member/trustee of various foundations and a Pro Chancellor of Universiti Putra Malaysia as well as a member of the National Economic Action Council (NEAC) Working Group.

Tan Sri Dato' Thong, 70 tahun, mempunyai rekod kerjaya yang cemerlang dalam Perkhidmatan Awam dan masih berkhidmat di dalam sektor awam dan juga swasta. Beliau merupakan graduan Ijazah Sarjana Muda Sastera (Kepujian) (Ekonomi) dari Universiti Malaya, dan adalah lulusan Ijazah Sarjana dalam Perancangan Pembangunan dan Pentadbiran Awam dari Harvard University, Amerika Syarikat. Beliau juga telah menamatkan kursus Pengurusan lanjutan dari Harvard Business School, Amerika Syarikat.

Kini Tan Sri Dato' Thong menjadi ahli Lembaga Pengarah beberapa

buah syarikat senarai awam, termasuk sebagai Pengerusi Public Bank Bhd. sejak 1986. Beliau adalah ahli / pemegang amanah pelbagai yaysan dan Pro Canselor Universiti Putra Malaysia serta ahli Kumpulan Kerja Majlis Tindakan Ekonomi Negara (MTEN).

Tan Sri Dato' Zaki bin Tun Azmi
Member ❖ Ahli

Aged 55, Tan Sri Dato' Zaki is a lawyer by profession and received his Barrister-at-Law at Lincoln's Inn, United Kingdom.

Tan Sri Dato' Zaki began his career with the Malaysian Government's Judicial and Legal Service. During his service, he held various senior



positions including Magistrate and legal officer at the Attorney-General's Chambers. He is presently a Director of several public-listed companies.

Tan Sri Dato' Zaki yang berusia 55 tahun adalah seorang peguam dan menerima kelayakan Barrister-at-Law di Lincoln's Inn, United Kingdom.

Tan Sri Dato' Zaki memulakan kerjaya beliau di dalam Perkhidmatan Kehakiman dan Guaman Kerajaan Malaysia. Sepanjang tempoh perkhidmatan tersebut, beliau pernah memegang beberapa jawatan kanan termasuk sebagai Majistret dan pegawai undang-undang di Pejabat Ketua Peguam Negara. Kini beliau menyandang jawatan Pengarah di beberapa buah syarikat senarai awam.



Encik Adnan bin Shamsuddin
Executive Director, Operations ❖
Pengarah Eksekutif, Operasi

Aged 53, Encik Adnan holds a Bachelor of Arts (Hons.) (Econs.) Degree from the University of Malaya and Masters of Arts (Econs.) Degree from the University of Southern California, United States of America.

Encik Adnan has 29 years experience in the transport and aviation industry. His last position before joining Malaysia Airports Sdn.Bhd. in 1992 was that of Deputy Director General, Department of Civil Aviation. He also sits on the Regional Board and the World Governing Board of Airports Council International (ACI).

Encik Adnan yang berusia 53 tahun adalah lulusan Sarjana Muda Sastera (Kepujian) (Ekonomi) dari Universiti Malaya dan Sarjana Sastera (Ekonomi) dari University of Southern California, Amerika Syarikat.

Beliau mempunyai 29 tahun pengalaman bekerja di dalam industri pengangkutan dan penerbangan. Sebelum menyertai Malaysia Airports Sdn. Bhd. pada tahun 1992, beliau memegang jawatan sebagai Timbalan Ketua Pengarah, Jabatan Penerbangan Awam. Beliau juga merupakan ahli Lembaga Serantau dan Lembaga Pentadbir Dunia untuk Majlis Lapangan Terbang Antarabangsa.



Encik Rosman bin Abdullah

**Executive Director, Finance ❖
Pengarah Eksekutif, Kewangan**

Aged 34, Encik Rosman holds a Bachelor of Commerce Degree from the Australian National University. A Public Accountant by profession, he is a member of both the Australian Society of Certified Practising Accountants and the Malaysian Institute of Accountants.

He previously worked with Arthur Andersen & Co. for more than nine years in the areas of auditing, financial and corporate advisory and corporate finance before joining the Group in 1997.

Encik Rosman yang berusia 34 tahun memiliki Ijazah Sarjana Muda Perdagangan dari Australian National University. Beliau adalah seorang Akauntan Awam Bertauliah yang juga menjadi ahli Australian Society of Certified Practising Accountants dan Institut Akauntan Malaysia.

Sebelum ini, beliau pernah berkhidmat dengan Arthur Andersen & Co. selama lebih sembilan tahun dalam bidang pengauditan, khidmat nasihat kewangan dan korporat dan kewangan korporat sebelum menyertai Kumpulan ini pada tahun 1997.

Encik Muhammad bin Arshad

**Company Secretary ❖
Setiausaha Syarikat**

Aged 53, Encik Muhammad, who holds a Bachelor of Commerce & Administration Degree from Victoria University, Wellington, New Zealand is the Group Company Secretary.

Prior to joining the Group, Encik Muhammad spent most of his working life with Cold Storage (Malaysia) Berhad, holding several key positions over the years. He brings to the Group 15 years of administrative and secretarial



experience. Encik Muhammad is also the Chief Executive Officer of the Asia Pacific Auction Centre Sdn. Bhd.

Encik Muhammad yang berusia 53 tahun memiliki Ijazah Sarjana Muda Perdagangan & Pentadbiran dari Victoria University, Wellington, New Zealand dan beliau adalah Setiausaha Kumpulan.

Sebelum menyertai Kumpulan, Encik Muhammad menumpukan sebahagian besar tempoh kerjayanya dengan Cold Storage (Malaysia) Berhad dan memegang berbagai jawatan penting sepanjang perkhidmatannya itu. Beliau mempunyai pengalaman selama 15 tahun di dalam bidang pentadbiran dan kesetiausahaan. Encik Muhammad juga menyandang jawatan Ketua Pegawai Eksekutif Asia Pacific Auction Centre Sdn. Bhd.