

Annual Report **2001**
Laporan Tahunan



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NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of Malaysia Airports Holdings Berhad (“MAHB” or “the Company”) will be held at the Gateway Ballroom, Level 1, The Pan Pacific Hotel, K.L. International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan on Thursday, 30 May, 2002 at 10.30 a.m. for the following purposes:

AGENDA

1. To receive and adopt the Directors’ Report and Audited Financial Statements for the financial year ended 31 December, 2001 and the Auditors’ Report thereon. [Resolution 1](#)
2. To approve the payment of a final tax exempt dividend of 4% for the year ended 31 December, 2001. [Resolution 2](#)
3. To approve the payment of Directors’ Fees for the year ended 31 December, 2001. [Resolution 3](#)
4. To re-elect Datuk Mohamed Adnan bin Ali, the Director who shall retire in accordance with Article 129 of the Company’s Articles of Association and who being eligible, offers himself for re-election. [Resolution 4](#)
5. To re-elect Encik Rosman bin Abdullah, the Director who shall retire in accordance with Article 131 of the Company’s Articles of Association and who being eligible, offers himself for re-election. [Resolution 5](#)
6. To re-appoint the following Directors who are over the age of 70 years as Directors of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the next Annual General Meeting:-
 - i) Tan Sri Dato’ Haji Basir bin Ismail [Resolution 6](#)
 - ii) Tan Sri Dato’ Thong Yaw Hong [Resolution 7](#)
7. To re-appoint Messrs. Arthur Andersen & Co. as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. [Resolution 8](#)

8. AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Ordinary Resolution :-

“That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum of the issued share capital of the Company for the time being.”

Resolution 9

9. To consider any other business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that a Final Tax Exempt Dividend of 4% will be payable on 6 June, 2002 to depositors who are registered in the Record of Depositors at the close of business on 10 May, 2002 if approved by members at the Third Annual General Meeting on 30 May, 2002.

A Depositor shall qualify for entitlement only in respect of :-

- a. Shares transferred into the Depositor's Securities Account before 12.30 p.m. on 10 May, 2002 in respect of ordinary transfers;
- b. Shares bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the Rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

Muhammad bin Arshad (LS 006975)
Moriambi binti Mohd (MAICSA 7031470)
Secretaries

Subang
Selangor Darul Ehsan
6 May, 2002

EXPLANATORY NOTE TO SPECIAL BUSINESS:

The proposed adoption of the Ordinary Resolution is primarily to give flexibility to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company without convening a general meeting. This authority will expire at the next Annual General Meeting of the Company.

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and to vote in his stead. A proxy may but need not be a member of the Company.
2. The instrument appointing a proxy shall be in print or writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a corporation, under its common seal or the hand and seal of its attorney.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

Statement Accompanying Notice of Annual General Meeting Made Pursuant to Paragraph 8.28(2) of the Listing Requirements of Kuala Lumpur Stock Exchange.

Details of Directors standing for re-election/
re-appointment at the Annual General Meeting

Name	Datuk Mohamed Adnan bin Ali
Age	59
Nationality	Malaysian
Qualification	Fellow Member of the Chartered Institute of Management Accountants
Position on the MAHB Board	Independent Non-Executive Director
Date first appointed to the MAHB Board	11 June, 2001
Membership of MAHB Board Committees	• Board of Audit Committee (Chairman) • Board of Nomination Committee
Working Experience	• Accountant in Jabatan Telekom Malaysia • Accountant in Ministry of Trade and Industry • Senior Accountant in Ministry of Works • Financial Controller in Ministry of Health • Deputy Manager in Ministry of Finance (Financial Management Unit) • Bursar in University Technology Malaysia • Chief Accountant in Ministry of Education • Treasurer in International Islamic University • Senior Accountant in EPU (FIC Division) • Senior Manager (Investment) in Employees' Provident Fund • Corporate Director and subsequently Deputy Accountant General at the Accountant General Department • Accountant General at Accountant General Department
Occupation	Company Director
Any other directorships in public companies	• Bintulu Port Holdings Berhad • Phileo Allied Berhad
Securities holdings in MAHB and its subsidiaries	Nil
Any family relationship with director and / major shareholder of MAHB or any companies that have entered into any transactions with MAHB or its subsidiaries	No family relationship with/ not related to any director and/ major shareholder of MAHB
List of convictions for offences within the past 10 years other than traffic offences, if any	Nil
Number of MAHB board meetings attended in the financial year	6/7 (85.7%)

Name	Rosman bin Abdullah
Age	35
Nationality	Malaysian
Qualification	• Bachelor of Commerce Degree from the Australian National University • Member of the Malaysian Institute of Accountants and the Australia Society of Certified Practicing Accountants • Attended the Advanced Management Programme at the Oxford University
Position on the MAHB Board	Executive Director
Date first appointed to the MAHB Board	23 October, 1999
Membership of MAHB Board Committees	Nil
Working Experience	Experienced Manager with Messrs Hanafiah, Raslan & Mohammad and thereafter, Messrs Arthur Andersen & Co.
Occupation	Executive Director (Finance)
Any other directorships in public companies	Nil
Securities holdings in MAHB and its subsidiaries	225,000 ordinary shares in MAHB
Any family relationship with director and / major shareholder of MAHB or any companies that have entered into any transactions with MAHB or its subsidiaries	No family relationship with/ not related to any director and/ major shareholder of MAHB
List of convictions for offences within the past 10 years other than traffic offences, if any	Nil
Number of MAHB board meetings attended in the financial year	13/13 (100%)

Name	Tan Sri Dato'Haji Basir bin Ismail
Age	75
Nationality	Malaysian
Qualification	• Diploma in Agriculture from Kolej Pertanian Malaysia (now known as Universiti Putra Malaysia) • Degree in Agricultural Science from University of Durham, United Kingdom • Post Graduate Certificate in Agriculture from Wye College, University of London, United Kingdom • Fellow of the Malaysian Institute of Management and Institute of Directors, London • Honorary Member of the Malaysian Society of Agricultural Engineers
Position on the MAHB Board	Chairman
Date first appointed to the MAHB Board	23 October, 1999
Membership of MAHB Board Committees	Nil
Working Experience	• Various senior positions at Ministry of Agriculture • Executive Director at Johor State Economic Development Corporation ("JSEDC" now known as Johor Corporation Berhad) • Deputy Director General at Ministry of Agriculture • Executive Director of JSEDC • Business Advisor of JSEDC • Director of Bank Negara • Chairman of Lembaga Padi dan Beras Negara • Chairman of Cycle & Carriage Bintang Berhad • Chairman of Cycle & Carriage Ltd. • Chairman of Cold Storage (Malaysia) Berhad • Chairman of Perusahaan Sadur Timah Malaysia Berhad ("PERSTIMA") • Executive Chairman of Bank Bumiputra Malaysia Berhad • Chairman of Petroliaam Nasional Berhad ("PETRONAS") • Executive Chairman of Fima Corporation Berhad • Chairman of Commodities Trading Commission • Chairman of Ladang Perbadanan Fima Berhad • Director of VS Industry Berhad • Chairman of Capital Issues Committee
Occupation	Chairman
Any other directorships in public companies	• Kumpulan FIMA Berhad • United Plantations Berhad
Securities holdings in MAHB and its subsidiaries	6,218,000 ordinary shares in MAHB
Any family relationship with director and/major shareholder of MAHB or any companies that have entered into any transactions with MAHB or its subsidiaries	No family relationship with/ not related to any director and/ major shareholder of MAHB
List of convictions for offences within the past 10 years other than traffic offences, if any	Nil
Number of MAHB board meetings attended in the financial year	13/13 (100%)

Name	Tan Sri Dato' Thong Yaw Hong
Age	71
Nationality	Malaysian
Qualification	• BA Hons (Econs) from University Malaya • MPA specializing in Development Planning and Public Administration from Harvard University • Advanced Management Programme from Harvard Business School
Position on the MAHB Board	Independent Non-Executive Director
Date first appointed to the MAHB Board	23 October, 1999
Membership of MAHB Board Committees	• Board of Audit Committee • Board of Remuneration Committee • Board of Nomination Committee
Working Experience	• Director General of Economic Planning Unit • Secretary General of Ministry of Finance • Director of Bank Negara • Chairman of Employees Provident Fund • Chairman of Capital Issues Committee
Occupation	Company Director
Any other directorships in public companies	• Public Bank Berhad (Group) • Malaysia Mining Corporation Berhad • Batu Kawan Berhad • Glenealy Plantations (M) Berhad • Berjaya Land Berhad • Kuala Lumpur Kepong Berhad • Keretapi Tanah Melayu Berhad • Malaysia South-South Corporation Berhad • Berjaya General Insurance Berhad • Hock Hua Bank Berhad • Berjaya Sports Toto Berhad
Securities holdings in MAHB and its subsidiaries	50,000 ordinary shares in MAHB
Any family relationship with director and / major shareholder of MAHB or any companies that have entered into any transactions with MAHB or its subsidiaries	No family relationship with/ not related to any director and/ major shareholder of MAHB
List of convictions for offences within the past 10 years other than traffic offences, if any	Nil
Number of MAHB board meetings attended in the financial year	11/13 (84.6%)

Details of MAHB Board of Directors' Meeting held from 1 January, 2001 to 31 December, 2001

A total of thirteen (13) Board Meetings were held during the financial year ended 31st December, 2001, details of which are as follows:-

Meeting No.	Date	Time	Venue
1	19 January, 2001	3.00 p.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
2	22 February, 2001	9.00 a.m.	Crisis Control Centre, 4th Floor, Airport Management Centre, K.L. International Airport, 64000 KLIA, Selangor Darul Ehsan .
3*	13 March, 2001	3.00 p.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
4	29 March, 2001	9.00 a.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
5	26 April, 2001	8.30 a.m.	Ivory 4, Level 4, Convention Centre, Holiday Villa Subang, 9 Jalan SS 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan.
6	24 May, 2001	9.00 a.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
7	21 June, 2001	9.00 a.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.

Meeting No.	Date	Time	Venue
8	26 July, 2001	3.00 p.m.	Dahlia Room, Asia Pacific Auction Centre Sdn Bhd, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
9*	13 August, 2001	3.30 p.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
10	30 August, 2001	9.00 a.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
11	28 September, 2001	3.00 p.m.	Emperor Room, Sheraton Labuan Hotel, 462, Jalan Merdeka, 87029 Labuan, Federal Territory.
12	25 October, 2001	9.00 a.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
13	6 December, 2001	2.00 p.m.	The Board Room, Head Office of MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
* Special Board Meeting			

DENGAN INI DIMAKLUMKAN BAHAWA Mesyuarat Agung Tahunan Ketiga Malaysia Airports Holdings Berhad (“MAHB” atau “Syarikat”) akan diadakan di Gateway Ballroom, Aras 1, The Pan Pacific Hotel, Lapangan Terbang Antarabangsa K.L., Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan pada hari Khamis, 30 Mei, 2002 pukul 10.30 pagi bagi tujuan-tujuan berikut:-

AGENDA

1. Untuk menerima dan meluluskan Akaun Yang Telah Diaudit bagi tahun berakhir 31 Disember, 2001 bersama dengan Laporan Pengarah dan Juruaudit yang dilampirkan.
2. Untuk mengisytiharkan dividen akhir sebanyak 4% yang dikecualikan cukai Malaysia bagi tahun kewangan berakhir 31 Disember, 2001.
3. Untuk melulus pembayaran Yuran Para Pengarah bagi tahun berakhir 31 Disember, 2001.
4. Untuk melantik semula Datuk Mohamed Adnan bin Ali, Pengarah yang akan bersara menurut Artikel 129 Tataurusan Pertubuhan Syarikat dan oleh kerana layak, menawarkan dirinya untuk dilantik semula.
5. Untuk melantik semula Encik Rosman bin Abdullah, Pengarah yang akan bersara menurut Artikel 131 Tataurusan Pertubuhan Syarikat dan oleh kerana layak, menawarkan dirinya untuk dilantik semula.
6. Untuk melantik semula Pengarah berikut yang berusia lebih 70 tahun sebagai Pengarah Syarikat menurut Seksyen 129(6) Akta Syarikat 1965 dan seterusnya memegang jawatan sehingga Mesyuarat Agung Tahunan Syarikat yang berikutnya diadakan:-
 - i) Tan Sri Dato’Haji Basir bin Ismail
 - ii) Tan Sri Dato’Thong Yaw Hong
7. Melantik semula Tetuan Arthur Andersen & Co. sebagai juruaudit Syarikat sehingga Mesyuarat Agung Tahunan Syarikat yang berikutnya dan memberi kuasa kepada para Pengarah untuk menetapkan imbuhan mereka.

Resolusi 1

Resolusi 2

Resolusi 3

Resolusi 4

Resolusi 5

Resolusi 6

Resolusi 7

Resolusi 8

8. SEBAGAI URUSAN KHAS:

Untuk mempertimbangkan dan jika difikirkan sesuai, meluluskan resolusi biasa berikut:-

“Bahawa tertakluk kepada Akta Syarikat 1965, Tataurusan Pertubuhan Syarikat dan kelulusan pihak-pihak berkuasa kerajaan/peraturan, para Pengarah dengan ini diberi kuasa berhubung dengan Seksyen 132D Akta Syarikat, 1965 untuk menerbit dan memperumpuk saham dalam Syarikat pada sebarang masa sehingga tamat Mesyuarat Agung Tahunan akan datang dan menurut terma dan syarat serta bagi tujuan tertentu seperti yang para Pengarah menurut pertimbangan mutlak mereka anggap sesuai, dengan syarat bilangan agregat saham yang akan diterbitkan tidak melebihi 10 peratus daripada modal saham terbitan Syarikat buat masa ini.”

Resolusi 9

9. Menjalankan sebarang urusan biasa lain yang notis mengenainya telah pun diberikan.

NOTIS KELAYAKAN DIVIDEN

DENGAN INI DIMAKLUMKAN BAHAWA dividen akhir sebanyak 4% yang dikecualikan cukai Malaysia akan dibayar pada 6 Jun, 2002 kepada para Pemegang Saham yang nama-nama mereka tercatat di dalam Rekod Pendeposit pada 10 Mei, 2002 jika diluluskan oleh para ahli semasa Mesyuarat Agung Tahunan pada 30 Mei, 2002.

Seseorang Pendeposit akan layak untuk menerima bayaran dividen hanya berhubung dengan :-

- Saham-saham yang dipindahkan ke dalam Akaun Sekuriti Pendeposit sebelum pukul 12.30 tengahari pada 10 Mei, 2002 berhubung dengan pindahan biasa;
- Saham-saham yang dibeli di Bursa Saham Kuala Lumpur atas dasar hak menurut Peraturan Bursa Saham Kuala Lumpur.

Dengan Perintah Lembaga Pengarah

Muhammad bin Arshad (LS 006975)
Moriame binti Mohd (MAICSA 7031470)
Setiausaha-Setiausaha Syarikat

Subang
Selangor Darul Ehsan
6 Mei, 2002

KETERANGAN UNTUK URUSAN KHAS

Cadangan untuk menjadikan Resolusi Biasa sebagai Urusan Khas adalah untuk memberikan kemudahan kepada Lembaga Pengarah untuk mengeluarkan serta membahagikan saham pada bila-bila masa yang mereka tentukan, tanpa perlu mengadakan mesyuarat umum.

NOTA:

- Seseorang ahli syarikat yang layak untuk menghadiri dan mengundi di Mesyuarat tersebut layak untuk melantik seorang proksi untuk menghadiri dan mengundi bagi pihak dirinya. Seorang proksi boleh tetapi tidak semestinya terdiri dari ahli syarikat.
- Suratcara perlantikan proksi mestilah dalam bentuk tertulis atau dcetak dari pemegang saham ataupun peguamnya, atau jika pemegang saham itu merupakan sebuah badan korporat, ianya mesti dimeterai secara bertulis atau dengan cop mohor peguam syarikat tersebut.
- Suratcara perlantikan proksi hendaklah didepositkan ke Pejabat Berdaftar Syarikat di Ibu Pejabat MAB, Lapangan Terbang Sultan Abdul Aziz Shah, 47200 Subang, Selangor Darul Ehsan, tidak kurang dari 48 jam sebelum waktu untuk mengadakan mesyuarat atau sebarang penangguhan seterusnya.

Penyata Yang Disertakan Bersama Notis Mesyuarat Agung Tahunan

Penyata Yang Disertakan Bersama Notis Mesyuarat Agung Tahunan Dibuat Menurut Perenggan 8.28(2) Keperluan Penyenaraian Bursa Saham Kuala Lumpur.

Butir-butir mengenai para Pengarah yang menawarkan diri untuk pemilihan semula/perlantikan semula di Mesyuarat Agung Tahunan

Nama	Datuk Mohamed Adnan bin Ali
Umur	59
Warganegara	Malaysia
Kelayakan	Fellow Akauntan Pengurusan Bertauliah
Kedudukan dalam Lembaga Pengarah MAHB Board	Pengarah Bebas Bukan Eksekutif
Tarikh mula dilantik ke Lembaga Pengarah MAHB	11 Jun, 2001
Keahlian Jawatankuasa Lembaga MAHB	- Lembaga Jawatankuasa Audit (Pengerusi) - Lembaga Jawatankuasa Pencalonan
Pengalaman bekerja	- Akauntan di Jabatan Telekom Malaysia - Akauntan di Kementerian Perdagangan dan Industri - Akauntan Kanan di Kementerian Kerja Raya - Pengawal Kewangan di Kementerian Kesihatan - Timbalan Pengurus di Kementerian Kewangan (Unit Pengurusan Kewangan) - Bursar di Universiti Teknologi Malaysia - Ketua Akauntan di Kementerian Pendidikan - Ketua Kewangan di Universiti Islam Antarabangsa - Akauntan Kanan di EPU (Bahagian FIC) - Pengurus Kanan (Pelaburan) di Kumpulan Wang Simpanan Pekerja - Pengarah Korporat dan seterusnya Timbalan Ketua Akauntan di Jabatan Ketua Akauntan - Ketua Akauntan di Jabatan Ketua Akauntan
Pekerjaan	Pengarah Syarikat
Jawatan Pengarah lain dalam syarikat awam	- Bintulu Port Holdings Berhad - Phileo Allied Berhad
Pegangan sekuriti dalam MAHB dan syarikat-syarikat subsidiarinya	Tiada
Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama MAHB atau sebarang syarikat yang mempunyai urusniaga dengan MAHB atau syarikat-syarikat subsidiarinya	Tidak mempunyai hubungan kekeluargaan/tidak berkaitan dengan mana-mana pengarah dan/atau pemegang saham utama MAHB
Senarai pensabitan bagi kesalahan dalam tempoh 10 tahun lepas selain daripada kesalahan lalulintas, jika ada	Tiada
Bilangan mesyuarat lembaga MAHB yang dihadiri pada tahun kewangan	6/7 (85.7%)

<i>Nama</i>	<i>Rosman bin Abdullah</i>
<i>Umur</i>	<i>35</i>
<i>Warganegara</i>	<i>Malaysia</i>
<i>Kelayakan</i>	• <i>Sarjana Muda Ijazah Perdagangan dari Australian National University</i> • <i>Ahli Institut Akauntan Malaysia dan Australian Society of Certified Practicing Accountants</i> • <i>Menghadiri Program Pengurusan Tertinggi di Oxford University</i>
<i>Kedudukan dalam Lembaga Pengarah MAHB</i>	<i>Pengarah Eksekutif</i>
<i>Tarikh mula dilantik ke Lembaga Pengarah MAHB</i>	<i>23 Oktober, 1999</i>
<i>Keahlian Jawatankuasa Lembaga MAHB</i>	<i>Tiada</i>
<i>Pengalaman bekerja</i>	<i>Pengurus berpengalaman dari Tetuan Hanafiah, Raslan & Mohammad dan selepas itu Tetuan Arthur Andersen & Co.</i>
<i>Pekerjaan</i>	<i>Pengarah Eksekutif (Kewangan)</i>
<i>Jawatan Pengarah lain dalam syarikat awam</i>	<i>Tiada</i>
<i>Pegangan sekuriti dalam MAHB dan syarikat-syarikat subsidiarinya</i>	<i>225,000 saham biasa dalam MAHB</i>
<i>Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama MAHB atau sebarang syarikat yang mempunyai sebarang urusan niaga dengan MAHB atau syarikat-syarikat subsidiarinya</i>	<i>Tidak mempunyai hubungan kekeluargaan/tidak berkaitan dengan mana-mana pengarah dan/atau pemegang saham utama MAHB</i>
<i>Senarai pensabitan bagi kesalahan dalam tempoh 10 tahun lepas selain daripada kesalahan lalulintas, jika ada</i>	<i>Tiada</i>
<i>Bilangan mesyuarat lembaga MAHB yang dihadiri pada tahun kewangan</i>	<i>13/13 (100%)</i>

Nama	Tan Sri Dato'Haji Basir bin Ismail
Umur	75
Warganegara	Malaysia
Kelayakan	• Diploma Pertanian dari Kolej Pertanian Malaysia (sekarang dikenali sebagai Universi Putra Malaysia) • Ijazah Sains Pertanian dari University of Durham, United Kingdom • Sijil Lepasan Ijazah dalam jurusan Pertanian dari Wye College, University of London, United Kingdom • Fellow Institut Pengurusan Malaysia dan Institute of Directors, London • Ahli Kehormat Persatuan Jurutera Pertanian Malaysia
Kedudukan dalam Lembaga Pengarah MAHB	Pengerusi
Tarikh mula dilantik ke Lembaga Pengarah MAHB	23 Oktober, 1999
Keahlian Jawatankuasa Lembaga MAHB	Tiada
Pengalaman bekerja	• Pelbagai jawatan kanan di Kementerian Pertanian • Pengarah Eksekutif di Perbadanan Kemajuan Ekonomi Negeri Johor ("PKENJ" yang kini dikenali sebagai Johor Corporation Berhad) • Timbalan Ketua Pengarah di Kementerian Pertanian • Pengarah Eksekutif di PKENJ • Penasihat Perniagaan di PKENJ • Pengarah Bank Negara • Pengerusi Lembaga Padi dan Beras Negara • Pengerusi Cycle & Carriage Bintang Berhad • Pengerusi Cycle & Carriage Ltd. • Pengerusi Cold Storage (Malaysia) Berhad • Perusahaan Sadur Timah Malaysia Berhad ("PERSTIMA") • Pengerusi Eksekutif Bank Bumiputra Malaysia Berhad • Pengerusi Petroleum Nasional Berhad ("PETRONAS") • Pengerusi Eksekutif Fima Corporation Berhad • Pengerusi Suruhanjaya Perdagangan Komoditi • Pengerusi Ladang Perbadanan Fima Berhad • Pengarah VS Industry Berhad • Pengerusi Jawatankuasa Penerbitan Modal
Pekerjaan	Pengerusi
Jawatan Pengarah lain dalam syarikat awam	• Kumpulan FIMA Berhad • United Plantations Berhad
Pegangan sekuriti dalam MAHB dan syarikat-syarikat subsidiarinya	6,218,000 saham biasa dalam MAHB
Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama MAHB atau sebarang syarikat yang mempunyai sebarang urusan niaga dengan MAHB atau syarikat-syarikat subsidiarinya	Tidak mempunyai hubungan kekeluargaan/tidak berkaitan dengan mana-mana pengarah dan/atau pemegang saham utama MAHB
Senarai pensabitan bagi kesalahan dalam tempoh 10 tahun lepas selain daripada kesalahan lalulintas, jika ada	Tiada
Bilangan mesyuarat lembaga MAHB yang dihadiri pada tahun kewangan	13/13 (100%)

Nama	Tan Sri Dato' Thong Yaw Hong
Umur	71
Warganegara	Malaysia
Kelayakan	• Sarjana Muda Kepujian (Ekonomi) dari Universiti Malaya • MPA pengkhususan dalam Perancangan Pembangunan dan Pentadbiran Awam dari Harvard University • Program Pengurusan Tertinggi di Harvard Business School
Kedudukan dalam Lembaga Pengarah MAHB	Pengarah Bebas Bukan Eksekutif
Tarikh mula dilantik ke Lembaga Pengarah MAHB	23 Oktober, 1999
Keahlian Jawatankuasa Lembaga MAHB	• Lembaga Jawatankuasa Audit • Lembaga Jawatankuasa Ganjaran • Lembaga Jawatankuasa Pencalonan
Pengalaman bekerja	• Ketua Pengarah di Unit Perancangan Ekonomi • Ketua Setiausaha Kementerian Kewangan • Pengarah Bank Negara • Pengerusi Kumpulan Wang Simpanan Pekerja • Pengerusi Jawatankuasa Penerbitan Modal
Pekerjaan	Pengarah Syarikat
Jawatan Pengarah lain dalam syarikat awam	• Public Bank Berhad (Kumpulan) • Malaysia Mining Corporation • Batu Kawan Berhad • Glenealy Plantations (M) Berhad • Berjaya Land Berhad • Kuala Lumpur Kepong Berhad • Keretapi Tanah Melayu Berhad • Malaysia South-South Corporation Berhad • Berjaya General Insurance Berhad • Hock Hua Bank Berhad • Berjaya Sports Toto Berhad
Pegangan sekuriti dalam MAHB dan syarikat-syarikat subsidiarinya	50,000 saham biasa dalam MAHB
Sebarang hubungan kekeluargaan dengan pengarah dan/atau pemegang saham utama MAHB atau sebarang syarikat yang mempunyai sebarang urusan dengan MAHB atau syarikat-syarikat subsidiarinya	Tidak mempunyai hubungan kekeluargaan/tidak berkaitan dengan mana-mana pengarah dan/atau pemegang saham utama MAHB
Senarai pensabitan bagi kesalahan dalam tempoh 10 tahun lepas selain daripada kesalahan lalulintas, jika ada	Tiada
Bilangan mesyuarat lembaga MAHB yang dihadiri pada tahun kewangan	11/13 (84.6%)

Butir-butir Mesyuarat Lembaga Pengarah MAHB yang diadakan dari 1 Januari 2001 hingga 31 Disember 2001.

Sebanyak tiga belas (13) Mesyuarat Lembaga telah diadakan sepanjang tahun kewangan berakhir 31 Disember 2001, yang mana butir-butirnya seperti berikut:-

<i>Bi. Mesyuarat</i>	<i>Tarikh</i>	<i>Masa</i>	<i>Tempat</i>
<i>1</i>	<i>19 Januari, 2001</i>	<i>3.00 petang</i>	<i>Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.</i>
<i>2</i>	<i>22 Februari, 2001</i>	<i>9.00 pagi</i>	<i>Pusat Kawalan Krisis, Tingkat 4, Pusat Pengurusan Lapangan Terbang, K.L. International Airport, 64000 KLIA, Selangor Darul Ehsan.</i>
<i>3*</i>	<i>13 Mac, 2001</i>	<i>3.00 petang</i>	<i>Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.</i>
<i>4</i>	<i>29 Mac, 2001</i>	<i>9.00 pagi</i>	<i>Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.</i>
<i>5</i>	<i>26 April, 2001</i>	<i>8.30 a.m.</i>	<i>Ivory 4, Aras 4, Pusat Konvensyen, Holiday Villa Subang, 9 Jalan SS 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan.</i>
<i>6</i>	<i>24 Mei, 2001</i>	<i>9.00 pagi</i>	<i>Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.</i>
<i>7</i>	<i>21 Jun, 2001</i>	<i>9.00 pagi</i>	<i>Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.</i>

<i>Bi.Mesyuarat</i>	<i>Tarikh</i>	<i>Masa</i>	<i>Tempat</i>
8	26 Julai, 2001	3.00 petang	Bilik Dahlia, Asia Pacific Auction Centre Sdn Bhd, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
9*	13 Ogos, 2001	3.30 petang	Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
10	30 Ogos, 2001	9.00 pagi	Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
11	28 September, 2001	3.00 petang	Bilik Emperor, Sheraton Labuan Hotel, 462, Jalan Merdeka, 87029 Labuan, Federal Territory.
12	25 Oktober, 2001	9.00 pagi	Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
13	6 Disember, 2001	2.00 petang	Bilik Mesyuarat Lembaga, Ibu Pejabat MAB, Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan.
* Mesyuarat Khas Lembaga			

Malaysia Airports Holdings Berhad

Malaysia Airports Sdn.Bhd. (230646-U)	Malaysia Airports (Sepang) Sdn.Bhd. (320480-D)	Malaysia Airports (Niaga) Sdn.Bhd. (281310-V)
Management, operations and maintenance of designated airports and provision of airport related services in Malaysia other than the K.L. International Airport (“KLIA”) in Sepang. The designated airports comprise: • 4 international airports (Pulau Pinang, Langkawi, Kuching and Kota Kinabalu) • 15 domestic airports • 17 Short Take-Off And Landing Ports (STOLports) <i>Pengurusan, pengendalian dan penyenggaraan lapangan terbang dan penyediaan perkhidmatan berkaitan lapangan terbang di Malaysia selain daripada Lapangan Terbang Antarabangsa K.L. (“KLIA”) di Sepang. Lapangan-terbang tersebut terdiri daripada:</i> • 4 lapangan terbang antarabangsa (Pulau Pinang, Langkawi, Kuching and Kota Kinabalu) • 15 lapangan terbang domestik • 17 padang terbang (Stol ports)	Management, operations and maintenance of KLIA in Sepang and provision of airport related services. <i>Pengurusan operasi dan penyenggaraan KLIA di Sepang serta penyediaan perkhidmatan berkaitan lapangan terbang.</i>	Operating duty free, non-duty free outlets and providing management services in respect of food and beverage outlets at airports. <i>Mengendalikan kedai-kedai bebas cukai, bukan bebas cukai dan menyediakan perkhidmatan makanan dan minuman di lapangan terbang</i>

Malaysia Airports Management & Technical Services Sdn.Bhd. (375245-X) Provision of management, maintenance and technical services in connection with the airport industry <i>Penyediaan perkhidmatan pengurusan, penyenggaraan dan teknikal berhubung dengan industri lapangan terbang.</i>	Malaysia Airports (Properties) Sdn.Bhd. (484656-H) Investment holding, management and operations of car park, Airside Hotel, Free Commercial Zone and Southern Common Amenities all at KLIAin Sepang. <i>Pemegang pelaburan, pengurusan dan pengendalian tempat letak kereta, Hotel Airside, Zon Perdagangan Bebas dan Kemudahan Bersama Selatan yang kesemuanya di KLIA di Sepang.</i>	Asia Pacific Auction Centre Sdn.Bhd. (488190-H) Operations and management of an auction centre <i>Pengurusan dan pengendalian pusat lelongan</i>	Sepang International Circuit Sdn.Bhd. (457149-T) Management and operations of Sepang F1 Circuit and organisation and promotion of motor sports and entertainment events. <i>Pengurusan dan pengendalian Litar F1 Sepang serta penganjuran dan promosi sukan bermotor dan acara hiburan</i>
Cambodia Airport Management Services Limited 40% Operations, management and commercial promotion of the Pochentong Airport and Siem Reap Airport in Cambodia. <i>Pengendalian, pengurusan dan promosi komersil Lapangan Terbang Pochentong dan Lapangan Terbang Siem Reap di Kemboja</i>	MAB Agriculture-Horticulture Sdn.Bhd. (467902-D) Cultivation and selling of oil-palm and other agricultural products, and engaging in horticulture activities <i>Penanaman dan penjualan kelapa sawit dan keluaran pertanian lain serta terlibat dalam kegiatan hortikultur</i>	Malaysia Airports Technologies Sdn.Bhd. (512262-H) (Formerly known as/Dahulu dikenali sebagai TAMS.com Sdn.Bhd.) Operations and maintenance of the Total Airport Management System at KLIA and undertaking ICT business ventures <i>Operasi dan pembaikan ke atas Sistem Pengurusan Lapangan Terbang yang Menyeluruh di KLIA serta menjalankan perniagaan ICT</i>	NECC Sdn.Bhd. (521231-V) Undertaking the proposed development of the National Exhibition and Convention Centre at Subang <i>Menjalankan cadangan pembangunan Pusat Pameran dan Persidangan Kebangsaan di Subang</i>
Urusan Teknologi Wawasan Sdn.Bhd. 49% Provision of mechanical, electrical and civil engineering services at KLIAin Sepang. <i>Penyediaan perkhidmatan kejuruteraan mekanikal, elektrik serta kejuruteraan awam di KLIA di Sepang</i>	K.L.Airport Hotel Sdn.Bhd. (330863-D) 60% Owner of the hotel known as Pan Pacific Hotel KLIA <i>Pemilik kepada hotel yang dikenali sebagai Hotel Pan Pacific, KLIA</i>		
	Kuala Lumpur Aviation Fuelling System Sdn.Bhd. 20% Development, management and operations of aviation fuelling system at KLIAin Sepang. <i>Pembangunan, pengurusan dan operasi sistem pengisian bahan api penerbangan di KLIA di Sepang</i>		



Chairman • *Pengerusi*

Tan Sri Dato' Haji Basir bin Ismail

Members • *Ahli-ahli*

Dato' Izzuddin bin Dali

Dato' Zaharaah binti Shaari

Tan Sri Dato' Thong Yaw Hong

Tan Sri Dato' Zaki bin Tun Azmi

Datuk Mohamed Adnan bin Ali

Executive Directors • *Pengarah-Pengarah Eksekutif*

Dato' Adnan bin Shamsuddin

Rosman bin Abdullah

Company Secretaries • *Setiausaha-Setiausaha Syarikat*

Muhammad bin Arshad (LS 006975)

Moriami binti Mohd (MAICSA 7031470)

Board Of Audit Committee •

Lembaga Jawatankuasa Audit

Datuk Mohamed Adnan bin Ali

CHAIRMAN • *PENGERUSI*

Tan Sri Dato' Thong Yaw Hong

MEMBER • *AHLI*

Dato' Zaharaah binti Shaari

MEMBER • *AHLI*

Nasrein Fazal Sultan

SECRETARY • *SETIAUSAHA*

Auditors • *Juruaudit*

Arthur Andersen & Co

PUBLIC ACCOUNTANTS • *AKAUNTAN AWAM*

Principal Bankers • *Bank-Bank Utama*

Malayan Banking Berhad

Bumiputra-Commerce Bank Berhad

Citibank Berhad

Share Registrar • *Pendaftar Saham*

Securities Services Holdings Sdn Bhd

Level 22, Menara Milenium

Pusat Bandar Damansara

Damansara Heights

50490 Kuala Lumpur

Tel: 603 2095 7077

Fax: 603 2094 9940/2095 292

Stock Exchange Listing • *Penyenaraian Di Bursa Saham*

Main Board of Kuala Lumpur Stock Exchange

Papan Utama Bursa Saham Kuala Lumpur

Registered Office • *Pejabat Berdaftar*

Malaysia Airports Holdings Berhad

Head Office MAB

Sultan Abdul Aziz Shah Airport

47200 Subang

Selangor Darul Ehsan

Tel: 603 7846 7777

Fax: 603 7846 3300/3366

Website: www.klia.com.my

THE CODE

The Malaysian Code on Corporate Governance formalized in March, 2000 sets out the basic principles and best practices on structures and processes which Companies may adopt towards achieving the optimal Governance framework.

The Board of Malaysia Airports Holdings Berhad (“MAHB”) recognizes the importance of the Code and is committed to ensure the highest standards of Corporate Governance are practiced throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholder values and the financial performance of MAHB and its group of Companies.

DIRECTORS

The Board Balance

The Board comprises of eight (8) members comprising six (6) Non-Executive Directors (including Chairman) and two (2) Executive Directors. Three (3) of the Non-Executive Directors are Independent Directors. The Directors bring to the Board a diverse wealth of skills and knowledge in commerce, administration, law, business, finance, regulatory, operations and technical expertise. The mix of experience is vital for the strategic success of the Group. A brief profile of each Director is presented on pages 50 and 53.

Following the resignation of Tan Sri Dato’ Othman bin Mohd Rijal as Managing Director on 31 March, 2001, the two (2) Executive Directors were responsible for the operating units, organizational effectiveness and implementation of Board policies and decisions. The Chairman is responsible for ensuring the effectiveness of Board policies and conduct.

Of the eight (8) Directors on the Board, two (2) are nominees of Minister of Finance (Incorporated) which hold controlling interest in the Company. Notwithstanding this, given the overall size of the Board, no one group of Directors or individual member dominates the Board’s discussion or

decision making. This is to ensure that issues of policy, strategy, performance and resources are fully discussed and examined taking into account long term interests of shareholders, employees, customers, suppliers, regulatory bodies and the many communities in which the Group conducts its business.

The presence of Independent Non-Executive Directors fulfil a pivotal role in corporate accountability. Although all the Directors have an equal responsibility for the Group’s operations, the role of these Independent Non-Executive Directors is particularly important as they provide unbiased and independent views, advice and judgement.

In discharging its fiduciary duties, the Board is assisted by the following three (3) Board Committees, each entrusted with specific tasks. The Terms of Reference of each Committee have been approved by the Board and where applicable, comply with the recommendation of the Code:-

- i) Board of Audit Committee;
- ii) Board of Remuneration Committee; and
- iii) Board of Nomination Committee.

Board Meetings

The Board meets once a month with additional meetings convened as necessary. During the financial year ended 31 December, 2001, thirteen (13) Board Meetings were held:-

	Total number of meetings held during Directors' tenure in office	Meetings attended by Director	Meetings attended on behalf of Principal Director
Executive Directors			
Dato' Adnan bin Shamsuddin	13	13	—
Rosman bin Abdullah	13	13	—
Non-Executive Directors			
Tan Sri Dato' Haji Basir bin Ismail *	13	13	—
Dato' Izzuddin bin Dali	13	9	—
Eshah binti Meor Suleiman (Alternate Director to Dato' Izzuddin bin Dali)	—	—	3
Dato' Zaharaah binti Shaari	13	10	—
Tan Sri Dato' Thong Yaw Hong *	13	11	—
Tan Sri Dato' Zaki bin Tun Azmi	13	10	—
Datuk Mohamed Adnan bin Ali *	7	6	—

* Independent Non-Executive Director as per the revamped listing requirements 2001

Supply of information

Prior to the Board Meetings, all Directors are provided with an agenda and Board papers containing information relevant to the business of the meeting, information on major financial, operational and corporate matters including activities and performance of the Group. This is issued in sufficient time to enable the Directors to obtain further explanation where necessary, in order to be properly briefed before the meeting. Where necessary, Minutes of the Board Committees are also tabled at the Board Meetings for information and deliberation. In addition, there is a schedule of matters reserved specifically for the Board's decision including the approval of corporate plan and budgets, acquisitions and disposals of undertakings, award of major contracts and properties of substantial value, major investments and financial decisions, etc.

All areas of risk management are constantly raised and discussed at the Board as well as the various Board Committees. The Audit Committee of the Board ensures compliance with disclosure requirements and accounting and audit policies overseeing all issues pertaining to financial and operational risks. The main Board oversees all risks including legal and reputational risks.

Directors may obtain independent professional advice in furtherance of their duties, at the Company's expense.

All Directors have access to the advice and services of Senior Management and the Group Secretaries in carrying out their duties.

Appointments to the Board

In compliance with the Code, a Board of Nomination Committee was established on 30 August, 2001 and is entrusted amongst others with the following responsibilities:-

- Reviewing the Board composition and recommending to the Board appointments of new Directors for MAHB and its subsidiaries as well as Board Committees.
- Evaluating the effectiveness of the Board as a whole, Board Committees and the contribution of each Director.
- Ensuring the existence of an appropriate framework and succession plan for Board Members of the Company.

The assessment criteria and processes are currently being developed for individual Directors, Committees and Board of Directors. All Directors will be subject to the same assessment criteria and process.

In addition, the Board through the Board of Nomination Committee, will review annually its required mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board.

The members of the Nomination Committee are currently as follows:-

- i) Dato'Izzuddin bin Dali (Chairman)
- ii) Tan Sri Dato'Thong Yaw Hong
- iii) Datuk Mohamed Adnan bin Ali

The Board of Nomination Committee would ensure adequate training and orientation for new Directors with respect to the business structure and Management of the Group as well as the expectations of the Board with regard to their contributions to the Board and the Group. Regular

continuing education programmes and seminars would be organized for the Directors to keep abreast of latest developments and advances in corporate governance.

Re-election of Directors

In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to election by shareholders at the first Annual General Meeting after their appointment.

The Articles also provides that one third or the nearest number to one third of the remaining Directors be subject to re-election by rotation at each Annual General Meeting. The members of the Board (including the Managing Director, if any) are required to offer themselves for re-election in accordance with the provision of the Memorandum and Articles of Association as well as the KLSE Listing Requirements.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129 (6) of the Companies Act, 1965.

Directors' Remuneration

The objective of the Company's policy on Directors' remuneration is to attract and retain the Directors of caliber needed to run the Group successfully. In the case of Executive Directors, the component parts of the remuneration are structured so as to link rewards to corporate and individual performance. In case of Non-Executive Directors,

the level of remuneration reflects experience and level of responsibilities undertaken by a particular Non-Executive Director concerned.

In compliance with the Code, a Board of Remuneration Committee was established on 30 August, 2001 to recommend to the Board the framework for the Executive Directors' remuneration and the remuneration package for each Executive Director. It is nevertheless the ultimate responsibility of the Board to approve the remuneration of these Directors.

The members of the Board of Remuneration Committee are currently as follows:-

- i) Tan Sri Dato'Zaki bin Tun Azmi (Chairman)
- ii) Tan Sri Dato'Thong Yaw Hong
- iii) Dato'Izzuddin bin Dali

The remuneration package comprises of the following elements:-

1. Fees

Fees payable to each of the Non-Executive Director are determined by the Board after considering comparable organizations and their level of responsibilities undertaken by the Directors.

2. Basic salary

The basic salary for each Executive Director is recommended by the Board of Remuneration Committee, taking into account the performance of the individual. Salaries are reviewed annually.

3. Bonus scheme

The Group operates a bonus scheme for all employees, including the Executive Directors. The criteria for the scheme is dependent on various performance measures of the Group including the level of profit achieved from the Group business activities together with an assessment of each individual's performance during the period. Bonus payable to the Executive Directors is reviewed by the Board of Remuneration Committee and approved by the Board.

4. Benefits-in-kind

Other customary benefits (such as car, club membership, leave passage, medical, etc) are made available as appropriate.

5. Retirement Benefits

Contributions are made to the Employees Provident Fund, the national mandatory defined contribution, in respect of the Executive Directors.

6. Directors' shareholdings

The movement in Directors' shareholdings during the financial year ended 31 December, 2001 is set out on page 81 of the Directors' Report and Financial Statements.

The details of the remuneration for Directors of MAHB during the financial year 2001 are as follows:-

1. Aggregate remuneration of Directors categorized into appropriate components:

	Salaries (RM'000)	Fees (RM'000)	Benefit in Kind (RM'000)	Total (RM'000)
Executive Directors	670	–	144	814
Non-Executive Directors	412	92	28	532

2. The number of Directors of the Company whose total remuneration fall within the following bands:

Range of Remuneration	Number of Directors	
	Executive	Non-Executive
Below RM50,000	–	5
RM50,001 to RM100,000	1	–
RM350,001 to RM400,000	2	–
RM400,001 to RM450,000	–	1

SHAREHOLDERS

Investor relations and Shareholder communication

The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company. In addition to various announcements made during the year, the timely release of financial results on a quarterly basis provides shareholders with an overview of the Group's performance and operations. Analysts' and media briefings are held after the release of quarterly financial results to the Kuala Lumpur Stock Exchange of which the briefing materials are also released to the Kuala Lumpur Stock Exchange. The Company has established an Investor Relations Unit which aims to provide timely, consistent and accurate information of the Group to shareholders,

analysts, fund managers and the general public. The Investor Relations Unit also provides valuable feedback and insights to the Management of the perception and concerns of the investing public.

The Company has been using the General Meetings as means of communicating with shareholders. Members of the Board as well as the Auditors of the Company are present to answer questions raised at the Meeting. The Board of Directors encourages full participation by the Shareholders at every General Meeting and every opportunity is given to the Shareholders to ask questions and seek clarification on the business and performance of the Group. Shareholders who are unable to attend have the right to appoint proxies to attend and vote on their behalf.

Any queries or concerns regarding Malaysia Airports Group may be conveyed to the following persons:-

- i) Tan Sri Dato'Thong Yaw Hong
Senior Independent Director
Telephone Number : 03-2163 9188
Facsimile Number : 03-2163 9090
- ii) Moriami binti Mohd
Company Secretary
Telephone Number : 03-7840 7114
Facsimile number : 03-7846 6537
- iii) Iskandar Mizal bin Mahmood
General Manager
Research, Planning & Investor Relations
Telephone Number : 03-7840 7205
Facsimile Number : 03-7846 4280

ACCOUNTABILITY AND AUDIT

Financial Reporting

In presenting the annual financial statements and quarterly announcement of results to shareholders, the Directors aimed to present a balanced and understandable assessment of the Group's position and prospects.

The Directors consider that in preparing the financial statements, the Group had used appropriate accounting standards, consistently applied and supported by reasonable and prudent judgements and estimates. All accounting standards which the Board considers to be applicable have been followed, subject to any explanations and material departures disclosed in the notes to the financial statements.

The Board of Audit Committee assists the Board in scrutinizing information for disclosure to ensure accuracy and adequacy.

The statement by Directors pursuant to Section 169 of the Companies Act, 1965 is set out on page 82 of this Annual Report.

Internal Controls

The Board acknowledges its overall responsibility for the Group's system of internal controls and the need to review its effectiveness regularly. In this connection, the Board is pleased to report that the system of internal controls is already in place to provide assurance of effective and efficient operations covering financial and operations aspects.

The key elements of the Group's internal control system are described as follows:-

- i) clearly documented internal procedures, discretionary authority limits as set out in the Standard Operating Procedures.
- ii) clearly defined organizational responsibilities and limits of authority.
- iii) regular internal audit visits to monitor compliance with procedures and assess the integrity of financial information provided.
- iv) a detailed budgeting process where operating units prepare budgets for the coming year which are approved both at the operating units as well as by the Board.
- v) monitoring results against budget with major variances being followed up and management action taken, where necessary.
- vi) regular and comprehensive information provided to management covering financial performance and key business indicators such as cash flow performance.

The Board recognizes that risks cannot be eliminated completely, as such, the systems and processes put in place would have to be aimed at minimizing and mitigating them. At this juncture, the Board is of the view that the system of internal controls that has been instituted throughout the Group is sound and sufficient to safeguard shareholder's investment and the Company's assets. Notwithstanding this, on-going reviews are continuously carried out to ensure the effectiveness of the system.

Relationship with Auditors

The Company has established transparent and appropriate relationships with the Company's Auditors through the Audit Committee. The external Auditors Messrs. Arthur Andersen & Co. has continued to report to members of the Company on their findings which are included as part of the Company's financial report with respect to each year's audit on the statutory financial statements.

The Board and the Audit Committee has always maintained a professional relationship with the Auditors and also meets the external Auditors at least once a year.

This statement is made in accordance with the resolution of the Board of Directors at its Meeting held on 28 March, 2002.

Tan Sri Dato'Haji Basir bin Ismail
Chairman

STATEMENT ON DIRECTORS' RESPONSIBILITY

The Directors are required by law to prepare financial statements for each financial year in order to give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year and the profit and loss of the Company and the Group for the financial year under review. As required by the Companies Act, 1965 ("Act") and the Listing Requirements of Kuala Lumpur Stock Exchange, the financial statements have been prepared in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Act.

In preparing the financial statements for the year ended 31 December, 2001, the Directors have:-

- Adopted suitable accounting policies and applied them consistently.
- Made estimates that are reasonable and prudent.
- Ensured that applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- Prepared the financial statements on going concern basis.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at all times the financial position of the Group and of the Company and to enable them to ensure that the financial statements comply with the Act. The Directors are also responsible for safeguarding the assets of the Group and the Company and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This statement is made in accordance with the resolution of the Board of Directors at its Meeting held on 28 March, 2002.

KOD

Kod Tadbir Urus Korporat Malaysia yang berkuatkuasa pada bulan Mac, 2000 menggariskan prinsip-prinsip asas dan amalan terbaik mengenai struktur dan proses yang perlu diterima pakai oleh syarikat-syarikat ke arah mencapai rangka kerja Tadbir Urus yang optimum.

Lembaga Pengarah Malaysia Airports Holdings Berhad ("MAHB") mengakui kepentingan Kod ini dan komited untuk memastikan supaya pawaian Tadbir Urus Korporat Tertinggi diamalkan di seluruh Kumpulan sebagai salah satu perkara penting dalam menjalankan tanggungjawab untuk melindungi dan mempertingkatkan nilai pemegang saham dan prestasi kewangan MAHB serta syarikat-syarikat dalam kumpulannya.

PARA PENGARAH

Keseimbangan Lembaga Pengarah

Lembaga Pengarah terdiri daripada lapan (8) ahli yang meliputi enam (6) Pengarah bukan eksekutif (termasuk Pengerusi) dan dua (2) Pengarah Eksekutif. Tiga (3) daripada Pengarah bukan eksekutif adalah Pengarah bebas. Para Pengarah membawa ke dalam Lembaga Pengarah pelbagai kemahiran dan pengetahuan dalam bidang perdagangan, pentadbiran, undang-undang, bidang perniagaan, kewangan, peraturan, operasi dan kepakaran teknikal. Pengalaman yang luas adalah penting bagi kejayaan strategik Kumpulan. Sebuah profil ringkas setiap Pengarah dibentangkan di muka surat 50 dan 53.

Berikutan peletakan jawatan Tan Sri Dato'Othman bin Mohd Rijal sebagai Pengarah Urusan pada 31 Mac, 2001, kedua-dua Pengarah Eksekutif di atas bertanggungjawab ke atas pengurusan unit-unit operasi, keberkesanan organisasi dan pelaksanaan dasar serta keputusan Lembaga Pengarah. Pengerusi bertanggungjawab untuk memastikan keberkesanan dasar dan tatacara Lembaga Pengarah.

Daripada lapan (8) Pengarah dalam Lembaga, dua (2) adalah calon Menteri Kewangan (Diperbadankan) yang memegang kepentingan kawalan dalam Syarikat. Walau bagaimanapun, berdasarkan saiz keseluruhan

Lembaga, tiada seorangpun daripada para Pengarah atau ahli individu yang menguasai perbincangan atau membuat keputusan dalam mesyuarat Lembaga Pengarah. Ini adalah untuk memastikan supaya isu-isu berkaitan dasar, strategi, prestasi dan sumber dibincangkan dengan teliti dan mengambilkira kepentingan jangka panjang para pemegang saham, kakitangan, pelanggan, pembekal, pihak berkuasa dan juga pelbagai komuniti di mana Kumpulan menjalankan perniagaannya.

Para Pengarah bukan eksekutif mengambil peranan yang penting dalam akauntabiliti korporat. Walaupun semua Pengarah mempunyai tanggungjawab yang sama atas operasi Kumpulan, peranan para pengarah bukan eksekutif bebas ini amat penting kerana mereka memberikan pandangan, nasihat dan pertimbangan yang tidak berat sebelah dan bebas.

Dalam membantu Lembaga Pengarah dalam menjalankan tugas fidusiarinya, tiga (3) Jawatankuasa Lembaga, setiap satu diamanahkan dengan tugas-tugas tertentu telah ditubuhkan seperti berikut:-

- i) Lembaga Jawatankuasa Audit;
- ii) Lembaga Jawatankuasa Ganjaran; dan
- iii) Lembaga Jawatankuasa Pencalonan

Bidang Kuasa setiap Jawatankuasa tersebut telah diluluskan oleh Lembaga Pengarah dan di mana bersesuaian, juga mematuhi syor yang digariskan oleh Kod.

Mesyuarat Lembaga

Lembaga bermesyuarat sekali sebulan dengan mesyuarat tambahan dijalankan mengikut keperluan. Bagi tahun kewangan berakhir 31 Disember, 2001, tiga belas (13) Mesyuarat Lembaga Pengarah telah dijalankan:-

	<i>Bilangan mesyuarat diadakan semasa tempoh Pengarah memegang jawatan</i>	<i>Mesyuarat yang diadakan oleh Pengarah</i>	<i>Mesyuarat dihadiri bagi pihak Pengarah Prinsipal</i>
<i>Pengarah Eksekutif</i>			
<i>Dato'Adnan bin Shamsuddin</i>	13	13	—
<i>Rosman bin Abdullah</i>	13	13	—
<i>Pengarah Bukan Eksekutif</i>			
<i>Tan Sri Dato'Haji Basir bin Ismail *</i>	13	13	—
<i>Dato'Izzuddin bin Dali</i>	13	9	—
<i>Eshah binti Meor Suleiman (Pengarah pengganti kepada Dato'Izzuddin bin Dali)</i>	—	—	3
<i>Dato'Zaharaah binti Shaari</i>	13	10	—
<i>Tan Sri Dato'Thong Yaw Hong *</i>	13	11	—
<i>Tan Sri Dato'Zaki bin Tun Azmi</i>	13	10	—
<i>Datuk Mohamed Adnan bin Ali *</i>	7	6	—

* Pengarah Bukan Eksekutif Bebas menurut keperluan penyenaraian yang disusun semula pada 2001.

Bekalan Maklumat

Sebelum Mesyuarat Lembaga Pengarah, semua Pengarah disediakan dengan agenda dan kertas Lembaga yang mengandungi maklumat berkaitan dengan urusan mesyuarat, maklumat penting mengenai kewangan, operasi dan korporat termasuk aktiviti dan prestasi Kumpulan. Ia diedarkan dalam masa yang mencukupi untuk membolehkan para Pengarah mendapatkan penjelasan lanjut jika perlu, supaya dapat diberi taklimat yang sewajarnya sebelum mesyuarat dijalankan. Minit Jawatankuasa Lembaga juga dibentangkan di Mesyuarat Lembaga untuk makluman dan perbincangan. Di samping itu, terdapat satu senarai perkara yang khusus untuk diputuskan oleh Lembaga Pengarah termasuk memberi kelulusan rancangan korporat dan belanjawan, pelaksanaan pembelian dan penjualan, pemberian kontrak utama dan hartanah yang mempunyai nilai yang tinggi, pelaburan penting, keputusan kewangan penting dan lain-lain.

Semua bidang pengurusan risiko sentiasa dibangkitkan dan dibincangkan oleh Lembaga Pengarah serta pelbagai Jawatankuasa Lembaga. Lembaga Jawatankuasa Audit memastikan pematuhan kepada keperluan dasar-dasar pendedahan dan perakaunan serta audit yang mengawalselia semua isu-isu berkaitan dengan risiko kewangan operasi. Lembaga Pengarah mengawal selia semua risiko termasuk risiko perundangan dan berhubung reputasi.

Para Pengarah boleh mendapatkan nasihat profesional bebas dalam melaksanakan tugas mereka, yang mana kos akan ditanggung oleh Syarikat.

Semua Pengarah mempunyai akses kepada nasihat dan perkhidmatan Pengurusan Kanan dan Setiausaha-setiausaha Syarikat dalam menjalankan tugas mereka.

Perlantikan ke Lembaga Pengarah

Sebagai mematuhi Kod, Lembaga Jawatankuasa Pencalonan telah ditubuhkan pada 30 Ogos, 2001 dan

diamanahkan, antara lain, dengan tanggungjawab-tanggungjawab berikut:-

- Mengkaji komposisi dan mencadangkan kepada Lembaga Pengarah bagi perlantikan para Pengarah baru bagi MAHB dan syarikat-syarikat subsidiarinya serta Jawatankuasa-jawatankuasa Lembaga Pengarah;
- Menilai keberkesanan bagi Lembaga Pengarah secara keseluruhan, serta Jawatankuasa-jawatankuasa Lembaga dan sumbangan setiap Pengarah.
- Memastikan kewujudan rangka kerja yang sesuai dan rancangan gantian bagi Ahli Lembaga Pengarah Syarikat.

Kriteria dan proses penilaian sedang dibangunkan bagi setiap Pengarah, Lembaga Jawatankuasa dan Lembaga Pengarah. Semua Pengarah akan tertakluk kepada kriteria dan proses penilaian yang sama.

Di samping itu, Lembaga Pengarah melalui Lembaga Jawatankuasa Pencalonan, akan membuat kajian tahunan atas keluasan kemahiran dan pengalaman serta kualiti lain yang diperlukan termasuk kecekapan utama yang perlu dibawa oleh para Pengarah Bukan Eksekutif ke dalam Lembaga.

Pada masa ini, ahli-ahli Lembaga Jawatankuasa Pencalonan adalah seperti berikut:-

- Dato'Izzuddin bin Dali (Pengerusi)
- Tan Sri Dato'Thong Yaw Hong
- Datuk Mohamed Adnan bin Ali

Lembaga Jawatankuasa Pencalonan akan memastikan latihan dan orientasi yang mencukupi bagi para Pengarah baru berhubung dengan struktur perniagaan dan Pengurusan Kumpulan serta jangkaan Lembaga Pengarah berhubung dengan sumbangan mereka kepada Lembaga Pengarah dan Kumpulan. Program pendidikan dan seminar yang berterusan akan dianjurkan secara kerap kepada para Pengarah untuk membolehkan mereka mengikuti perkembangan dan kemajuan terkini dalam bidang tadbir urus korporat.

Pemilihan Pengarah

Menurut Tataurus Pertubuhan Syarikat, semua Pengarah yang dilantik oleh Lembaga Pengarah

tertakluk kepada pemilihan oleh para pemegang saham di Mesyuarat Agung Tahunan pertama selepas perlantikan mereka.

Tataurus ini juga memperuntukkan supaya satu per tiga atau bilangan hampir kepada satu per tiga daripada para Pengarah selebihnya tertakluk kepada pemilihan semula mengikut giliran di setiap Mesyuarat Agung Tahunan. Ahli-ahli Lembaga (termasuk Pengarah Urusan, jika ada) dikehendaki menawarkan diri mereka untuk dilantik semula menurut peruntukan dalam Memorandum Tataurus Pertubuhan serta menurut Keperluan Penyenaraian BSKL.

Para Pengarah yang berumur lebih daripada tujuh puluh tahun dikehendaki menawarkan diri untuk dilantik semula setiap tahun menurut Seksyen 129 (6) Akta Syarikat, 1965.

Ganjaran Pengarah

Matlamat dasar Syarikat mengenai ganjaran Pengarah bertujuan untuk menarik Pengarah yang berkualiti yang diperlukan bagi menguruskan Kumpulan dengan berkesan. Bagi para Pengarah Eksekutif, struktur ganjaran disusun dengan mengaitkan ganjaran dengan prestasi korporat serta prestasi individu. Bagi para Pengarah bukan eksekutif pula, tahap ganjaran menggambarkan pengalaman serta tahap tanggungjawab yang dijalankan oleh Pengarah bukan eksekutif tersebut.

Selaras dengan Kod tersebut, Lembaga Jawatankuasa Ganjaran telah ditubuhkan pada 30 Ogos, 2001 untuk mencadangkan kepada Lembaga tentang rangka kerja gaji Pengarah Eksekutif dan pakej ganjaran bagi setiap Pengarah Eksekutif. Walau bagaimanapun, Lembaga Pengarah memiliki kuasa muktamad untuk meluluskan ganjaran para Pengarah ini.

Pada masa ini, ahli-ahli Lembaga Jawatankuasa Ganjaran adalah seperti berikut:-

- Tan Sri Dato'Zaki bin Tun Azmi (Pengerusi)
- Tan Sri Dato'Thong Yaw Hong
- Dato'Izzuddin bin Dali

Pakej ganjaran meliputi elemen-elemen berikut:-

1. Yuran

Yuran yang perlu dibayar kepada para Pengarah bukan Eksekutif ditentukan oleh Lembaga Pengarah selepas mengambilkira perbandingan dengan organisasi yang seumpama dan tahap tanggungjawab yang dipikul oleh Pengarah berkenaan.

2. Gaji Pokok

Gaji pokok bagi setiap Pengarah Eksekutif disyorkan oleh Lembaga Jawatankuasa Pencalonan, dengan mengambilkira prestasi setiap individu. Gaji pokok dikaji setiap tahun.

3. Skim Bonus

Kumpulan mengendalikan satu skim bonus bagi semua kakitangan, termasuk para Pengarah Eksekutif. Kriteria bagi skim ini bergantung kepada pelbagai ukuran prestasi Kumpulan yang meliputi tahap keuntungan yang dicapai daripada aktiviti perniagaan Kumpulan berserta dengan penilaian setiap prestasi individu bagi tempoh tersebut. Bonus akan dibayar kepada para Pengarah Eksekutif setelah dikaji oleh Lembaga Jawatankuasa Ganjaran dan diluluskan oleh Lembaga Pengarah.

4. Manfaat Seumpamanya

Manfaat-manfaat lazim yang lain (seperti kenderaan, keahlian kelab, percutian, perubatan dll) disediakan menurut kesesuaian.

5. Pengaturan Pencen

Bagi para Pengarah Eksekutif, caruman dibuat kepada Kumpulan Wang Simpanan Pekerja, sebuah skim caruman mandatori kebangsaan.

6. Pegangan Saham Pengarah

Perubahan dalam pegangan saham para Pengarah pada tahun kewangan berakhir 31 Disember, 2001 dinyatakan Laporan Pengarah bagi Penyata Kewangan (muka surat 125).

Butir-butir mengenai ganjaran para Pengarah MAHB pada tahun kewangan 2001 adalah seperti berikut:-

1. Agregat ganjaran Pengarah dikategorikan ke dalam komponen yang sesuai:

	Gaji (RM'000)	Yuran (RM'000)	Manfaat Seumpamanya (RM'000)	Jumlah (RM'000)
Pengarah Eksekutif	670	—	144	814
Pengarah Bukan Eksekutif	412	92	28	532

2. Bilangan Pengarah Syarikat yang mana jumlah ganjaran mereka berada dalam lingkungan berikut:

Jumlah Ganjaran	Bilangan Pengarah	
	Eksekutif	Bukan Eksekutif
Kurang dari RM50,000	–	5
RM50,001 hingga RM100,000	1	–
RM350,001 hingga RM400,000	2	–
RM400,001 hingga RM450,000	–	1

PARA PEMEGANG SAHAM

Perhubungan Pelabur dan Komunikasi Pemegang Saham

Lembaga Pengarah mengakui tentang keperluan memaklumkan kepada pemegang saham berhubung dengan semua perkara perniagaan penting berhubung dengan Syarikat. Selain daripada berbagai pengumuman yang dibuat pada tahun ini, pengumuman keputusan kewangan suku tahunan menyediakan satu tinjauan mengenai prestasi dan operasi Kumpulan kepada para pemegang saham. Taklimat kepada penganalisis dan media diadakan selepas keputusan kewangan suku tahunan diserahkan kepada Bursa Saham Kuala Lumpur di mana bahan taklimat juga diserahkan kepada Bursa Saham Kuala Lumpur. Syarikat telah menubuhkan satu Unit Perhubungan Pelabur yang bertujuan untuk menyediakan maklumat mengenai Kumpulan yang tepat, konsisten dan menepati masa kepada para

pemegang saham, penganalisis, pengurus dana dan orang ramai. Unit Perhubungan Pelabur juga menyediakan maklum balas dan maklumat yang berguna kepada Pengurusan mengenai tanggapan serta pandangan para pelabur.

Syarikat telah menggunakan Mesyuarat Agung Tahunan sebagai cara untuk berkomunikasi dengan pemegang saham. Ahli Lembaga Pengarah serta Juruaudit Syarikat hadir dalam Mesyuarat Agung untuk menjawab soalan-soalan yang dikemukakan. Lembaga Pengarah menggalakkan penyertaan penuh para Pemegang Saham di setiap Mesyuarat Agung Tahunan dan peluang diberikan kepada Pemegang Saham untuk mengemukakan soalan-soalan dan mendapatkan penjelasan mengenai urusan perniagaan dan prestasi Kumpulan. Para Pemegang Saham yang tidak dapat hadir berhak melantik proksi untuk menghadiri dan mengundi bagi pihak mereka.

Sebarang pertanyaan mengenai Kumpulan Malaysia Airports boleh disampaikan kepada:-

- i) Tan Sri Dato' Thong Yaw Hong
Pengarah Bebas Kanan
Nombor Telefon: 03-2163 9188
Nombor faksimili: 03- 2163 9090
- ii) Moriama binti Mohd
Setiausaha Syarikat
Nombor Telefon: 03-7840 7114
Nombor Faksimili: 03-7846 6537
- iii) Iskandar Mizal bin Mahmood
Pengurus Besar, Penyelidikan, Perancangan
& Perhubungan Pelabur
Nombor Telefon: 03- 7840 7205
Nombor Faksimili: 03-7846 4920

AKAUNTABILITI DAN AUDIT

Laporan Kewangan

Semasa membentangkan penyata kewangan tahunan dan mengumumkan keputusan suku tahunan kepada para pemegang saham, para Pengarah mempunyai matlamat untuk membentangkan penilaian mengenai kedudukan dan prospek Kumpulan dalam bentuk yang seimbang dan mudah difahami.

Para Pengarah menganggap bahawa semasa menyediakan penyata kewangan, Kumpulan telah menggunakan piawaian perakaunan yang sewajarnya secara konsisten dan disokong oleh pertimbangan dan anggaran yang berpatutan. Semua piawaian perakaunan yang Lembaga Pengarah menganggap harus diterima pakai telah diikuti, tertakluk kepada sebarang penjelasan serta pernyataan mengenai langkah yang tidak mematuhi piawaian yang ketara seperti yang dinyatakan dalam nota kepada penyata kewangan.

Lembaga Jawatankuasa Audit membantu Lembaga Pengarah meneliti maklumat untuk didedahkan bagi memastikan ketepatan dan kecukupan maklumat.

Penyata para Pengarah berhubung dengan Seksyen 169 Akta Syarikat, 1965 adalah seperti yang ditunjukkan di muka surat 126 dalam Laporan Tahunan ini.

Kawalan Dalam

Lembaga Pengarah mengakui tanggungjawab keseluruhannya terhadap sistem kawalan dalam Kumpulan dan keperluan untuk menyemak keberkesanan secara kerap. Sehubungan dengan itu, Lembaga Pengarah dengan sukacitanya ingin melaporkan bahawa sistem kawalan dalam sudah tersedia untuk memberi jaminan tentang keberkesanan serta kecekapan operasi yang meliputi aspek kewangan dan operasi.

Unsur utama sistem kawalan dalam Kumpulan adalah seperti berikut:-

- i) prosedur dalam yang didokumen secara jelas, had autoriti budi bicara seperti yang dibentangkan dalam Prosedur Operasi Piawai.
- ii) Tanggungjawab organisasi yang ditakrif dengan jelas dan had autoriti.
- iii) Lawatan audit dalam secara kerap untuk memantau pematuhan terhadap prosedur dan menilai kewibawaan maklumat kewangan yang disediakan.
- iv) Proses belanjawan terperinci di mana unit-unit operasi menyediakan belanjawan pada tahun akan datang yang diluluskan di peringkat unit-unit operasi serta Lembaga Pengarah.
- v) Membuat perbandingan antara pencapaian dan belanjawan dengan susulan dibuat atas varian utama dan tindakan pengurusan diambil, apabila perlu.
- vi) Maklumat yang kerap dan menyeluruh disediakan kepada pengurusan meliputi prestasi kewangan dan petunjuk perniagaan utama seperti prestasi aliran tunai.

Lembaga Pengarah mengakui bahawa risiko tidak boleh dihapuskan sepenuhnya dan dengan demikian sistem dan proses yang disediakan hendaklah bertujuan untuk meminimum dan mengawalinya. Di peringkat ini, Lembaga Pengarah berpendapat bahawa sistem kawalan dalaman yang telah dikuatkuasakan di seluruh Kumpulan adalah memuaskan dan mencukupi bagi melindungi pelaburan pemegang saham dan aset Syarikat. Walau bagaimanapun, tinjauan berterusan dijalankan untuk memastikan keberkesanan sistem ini.

Perhubungan Dengan Juruaudit

Syarikat telah mewujudkan perhubungan yang telus dan sewajarnya dengan juruaudit melalui Lembaga Jawatankuasa Audit. Juruaudit luar, Tetuan Arthur Andersen & Co. memberi laporan berterusan kepada ahli Syarikat mengenai penemuan yang mereka perolehi sebagai sebahagian daripada laporan kewangan Syarikat berkaitan dengan setiap audit tahunan mengenai penyata kewangan berkanun.

Lembaga Pengarah dan Lembaga Jawatankuasa Audit sentiasa mengekalkan perhubungan profesional dengan Juruaudit dan mengadakan pertemuan dengan juruaudit luar sekurang-kurangnya sekali setahun.

Penyata ini dibuat menurut resolusi Lembaga Pengarah di Mesyuaratnya yang diadakan pada 28 Mac, 2002.

Tan Sri Dato'Haji Basir bin Ismail
Pengerusi

Penyata mengenai Tanggungjawab Pengarah

Para Pengarah diperlukan oleh undang-undang untuk menyediakan penyata kewangan pada setiap tahun kewangan bagi memberikan pandangan yang benar dan saksama mengenai hal-ehwal Syarikat dan Kumpulan pada akhir tahun kewangan dan keputusan untung rugi Syarikat dan Kumpulan bagi tahun kewangan yang ditinjau seperti yang diperlukan oleh Akta Syarikat, 1965 ("Akta") dan Keperluan Penyenaraian Bursa Saham Kuala Lumpur, penyata kewangan telah disediakan menurut piawaian perakaunan diluluskan yang diterima pakai di Malaysia dan peruntukan Akta.

Semasa menyediakan penyata kewangan bagi tahun berakhir 31 Disember, 2001 para Pengarah:-

- menerima pakai dasar-dasar kewangan yang sesuai dan melaksanakannya secara konsisten;
- membuat anggaran yang berpatutan dan berhemat;
- memastikan bahawa piawaian perakaunan yang diterima pakai telah diikuti tertakluk kepada sebarang langkah tidak mematuhi piawaian yang ketara seperti yang dinyatakan dan dijelaskan; dan
- menyediakan penyata kewangan berasaskan kepada andaian perniagaan berterusan.

Para Pengarah bertanggungjawab untuk menyimpan rekod-rekod perakaunan sewajarnya yang mendedahkan dengan ketepatan berpatutan sepanjang masa mengenai kedudukan kewangan Kumpulan dan Syarikat bagi membolehkan mereka memastikan supaya penyata kewangan tersebut mematuhi Akta. Para Pengarah juga bertanggungjawab untuk melindungi aset Kumpulan dan Syarikat dan dengan demikian mengambil langkah-langkah berpatutan bagi mencegah dan mengesan pemalsuan dan pelanggaran peraturan lain.

Penyata ini dibuat menurut resolusi Lembaga Pengarah di Mesyuaratnya yang diadakan pada 28 Mac, 2002.

The Malaysian Code on Corporate Governance (“Code”) and the recommended “Best Practices in Corporate Governance” were incorporated as part of the Kuala Lumpur Stock Exchange (KLSE) Listing Requirements to enhance transparency and accountability of Public Listed Companies in Malaysia.

The Board of Audit Committee of Malaysia Airports Holdings Berhad welcomed the Code and is committed to accomplish the highest standard of Corporate Governance in the Group. With this aim, the Board of Audit Committee took special consideration of the following areas in the conduct of the Audit Committee Meetings:

- Efficiency and effectiveness of operations
- Adequacy of internal control systems
- Compliance to the established policies and procedures
- Transparency in decision making process
- Accountability of financial and management information

For the year ended 31 December 2001, a total of nine meetings were held to review the reports submitted by the Group Internal Audit Division. Four of these meetings were held in the presence of the External Auditors to obtain an independent opinion on the financial performance of the Group.

The Group Internal Audit carried out audits comprising head office functions and subsidiaries. Twenty audit reports were produced for the year ended 2001. The audits covered a comprehensive scope in the area of operations, management, finance/accounts, information systems and investigation. The information systems audits were conducted by a new unit set up in the Group Internal Audit Division in February 2001 comprising Information Systems Auditors. Besides this specialised unit, all auditors have undergone training in general information systems auditing and are using Information Systems Audit Tool in their audits. This skill is considered very crucial in an organisation such as ours whereby a substantial

portion of its operations is system based.

Among the reports reviewed by the Board of Audit Committee were:

Malaysia Airports (Sepang) Sdn Bhd

- Terminal Operations
- Commercial Activities
- Fixed Assets
- Point of Sales System

Malaysia Airports (Properties) Sdn Bhd

- Airside Transit Hotel
- Free Commercial Zone

Malaysia Airports Sdn Bhd

- Debt Recovery
- Post SAP R/3
- New Variation Orders
- Airport Operations

Malaysia Airports Holdings Bhd

- Investment
- Vehicle Loan

MAB Agriculture-Horticulture Sdn Bhd

- Operation Activities

Sepang International Circuit Sdn Bhd

- Operation Activities

Asia Pacific Auction Centre Sdn Bhd

- Operation Activities

The primary objectives of the audits were to :

- Ensure that adequate internal controls are established in all operational activities
- Ensure that all company policies and procedures are adhered to

- Where systems were concerned, ensure that the systems are appropriate, reliable and effective
- Achieve process improvements in operations
- Safeguard resources and assets

Among the key areas which were addressed by the Board of Audit Committee and thereafter implemented by the management were:

- Enhancing Corporate Governance culture within the Group
- Investment policies and procedures
- Improving the integrity of the Information Systems
- Credit Control Management
- Finalisation of Contracts /Agreements
- Strengthening of the Finance Function
- Strengthening of the Internal Audit Function
- Financial Limit of Authority for the Group
- Improvements in documentation of operation procedures
- Improve communications within the Group

In reviewing the business of the Group, due emphasis was also given to the other stakeholders' concerns through the conduct of operational audits at K.L. International Airport ("KLIA") such as Terminal Operations, Airside Transit Hotel and Commercial Division of Malaysia Airports (Sepang) Sdn Bhd. The Board of Audit Committee recognises the importance for KLIA to meet a high standard of service. For airport operations audits at airports other than KLIA, besides the basic financial and operational matters, the audit also covered safety, security, general cleanliness and other aspects of the airports.

The Board of Audit Committee comprises 3 Non-Executive Directors, of which 2 of its members are independent. In conforming to the Code and the requirements of the Kuala Lumpur Stock Exchange, a restructuring of the Board of Audit Committee was done on 16 June 2001 to cater for the inclusion of a member of the Malaysian Institute of Accountants.

On behalf of the Board of Audit Committee I am pleased to inform that the responsibilities as stated in the Terms of Reference have been successfully achieved.

Datuk Mohamed Adnan bin Ali

Chairman

Board of Audit Committee

Kod Malaysia mengenai Tadbir Urus Korporat (“Kod”) dan “Amalan Terbaik dalam Tadbir Urus Korporat” yang disyorkan telah dimasukkan sebagai sebahagian daripada Keperluan Penyenaraian Bursa Saham Kuala Lumpur (“BSKL”) untuk mempertingkatkan ketelusan dan akauntabiliti Syarikat-syarikat Senarai Awam di Malaysia.

Lembaga Jawatankuasa Audit Malaysia Airports Holdings Berhad menyambut baik Kod ini dan komited untuk melaksanakan piawaian yang tertinggi dalam Tadbir Urus Korporat Kumpulan. Berasaskan matlamat ini, Lembaga Jawatankuasa Audit telah memberi pertimbangan khas terhadap bidang-bidang berikut dalam menjalankan Mesyuarat Jawatankuasa Audit:

- Kecekapan dan keberkesanan operasi
- Kecukupan sistem kawalan dalaman
- Pematuhan terhadap dasar dan prosedur yang diwujudkan
- Ketelusan dalam proses membuat keputusan
- Akauntabiliti maklumat kewangan dan pengurusan

Bagi tahun berakhir 31 Disember 2001, sebanyak sembilan mesyuarat telah diadakan untuk mengkaji laporan yang diserahkan oleh Bahagian Audit Dalaman Kumpulan. Empat daripada mesyuarat ini telah berlangsung dengan kehadiran Juruaudit Luaran untuk memperolehi pendapat bebas mereka mengenai prestasi kewangan Kumpulan.

Audit Dalaman Kumpulan menjalankan audit yang merangkumi fungsi ibu pejabat dan syarikat-syarikat subsidiari. Dua puluh laporan audit telah dikemukakan pada tahun berakhir 2001. Audit berkenaan meliputi skop yang menyeluruh dalam bidang operasi, pengurusan, kewangan/akaun, sistem maklumat dan penyiasatan. Pengauditan sistem maklumat telah dilaksanakan oleh sebuah unit baru yang ditubuhkan di dalam Bahagian Audit Dalaman Kumpulan pada bulan Februari 2001 yang dianggotai oleh Juruaudit Sistem Maklumat.

Selain daripada unit khas ini, semua juruaudit telah menjalani latihan dalam pengauditan sistem maklumat am dan menggunakan ‘Alat Audit’ Sistem Maklumat dalam audit mereka. Kemahiran ini menjadi tonggak dalam sesebuah organisasi seperti kami di mana sebahagian besar operasinya adalah berasaskan sistem.

Antara laporan yang dikaji oleh Lembaga Jawatankuasa Audit adalah:

Malaysia Airports (Sepang) Sdn Bhd

- Operasi Terminal
- Aktiviti Komersial
- Harta Tetap
- Sistem ‘Point of Sale’

Malaysia Airports (Properties) Sdn Bhd

- Hotel ‘Airsides Transit’
- Zon Perdagangan Bebas

Malaysia Airports Sdn Bhd

- Kutipan Hutang
- Selepas SAP R/3
- Arahan Perubahan Baru
- Operasi Lapangan Terbang

Malaysia Airports Holdings Bhd

- Pelaburan
- Pinjaman Kenderaan

MAB Agriculture-Horticulture Sdn Bhd

- Aktiviti Operasi

Sepang International Circuit Sdn Bhd

- Aktiviti Operasi

Asia Pacific Auction Centre Sdn Bhd

- Aktiviti Operasi

Objektif utama daripada audit ini adalah untuk:

- Memastikan bahawa kawalan dalaman yang mencukupi diwujudkan dalam semua aktiviti operasi
- Memastikan bahawa semua dasar dan prosedur syarikat dipatuhi
- Memastikan sistem yang digunakan adalah sesuai, berwibawa dan berkesan
- Mencapai peningkatan proses dalam operasi
- Melindungi sumber dan harta

Antara bidang utama yang diuruskan oleh Lembaga Jawatankuasa Audit dan seterusnya dilaksanakan oleh pengurusan adalah:

- Mengembangkan budaya Tadbir Urus Korporat di dalam Kumpulan
- Dasar dan prosedur pelaburan
- Memperbaiki integriti Sistem Maklumat
- Pengurusan Kawalan Kredit
- Penyelesaian Kontrak/Perjanjian
- Mengukuhkan Fungsi Kewangan
- Mengukuhkan Fungsi Audit Dalaman
- Had Kuasa Kewangan bagi Kumpulan
- Memperbaiki prosedur dokumentasi operasi
- Mempertingkatkan tahap komunikasi dalam Kumpulan

Dalam mengkaji perniagaan Kumpulan, penekanan sewajarnya juga diberi terhadap para pemegang kepentingan lain menerusi pelaksanaan audit operasi di Lapangan Terbang Antarabangsa K.L. (“KLIA”) seperti Operasi Terminal, Hotel ‘Airside Transit’ dan Bahagian Komersial Malaysia Airports (Sepang) Sdn Bhd. Lembaga Jawatankuasa Audit mengakui bahawa KLIA perlu menepati standard

perkhidmatan yang tinggi. Bagi audit operasi lapangan terbang selain daripada KLIA, di samping perkara kewangan dan operasi asas, audit ini turut merangkumi aspek keselamatan, sekuriti, kebersihan umum dan pelbagai aspek lain lapangan terbang.

Lembaga Jawatankuasa Audit terdiri daripada 3 Pengarah Bukan Eksekutif, dengan 2 daripada ahlinya adalah bebas. Satu penyusunan semula Lembaga Jawatankuasa Audit telah dilakukan pada 16 Jun 2001 untuk disesuaikan dengan Kod dan Keperluan Penyenaraian Bursa Saham Kuala Lumpur yang mensyaratkan kemasukan seorang ahli Institut Akauntan Malaysia.

Bagi pihak Lembaga Jawatankuasa Audit, saya dengan sukacitanya memaklumkan bahawa tanggungjawab seperti yang terkandung di dalam Bidang Kuasa Jawatankuasa ini telah berjaya dilaksanakan.

Datuk Mohamed Adnan bin Ali

Pengerusi

Lembaga Jawatankuasa Audit

1. CONSTITUTION

- 1.1 The authority and function of the Board of Audit Committee extends to MAHB and all its subsidiaries, joint ventures and associates within the Group.

2. ESTABLISHMENT OBJECTIVES

- 2.1 Assist the Board of Directors in fulfilling its fiduciary responsibilities relating to the company's accounting policies and internal controls, financial reporting practices and business ethics policies.

- 2.2 Ensure transparency, integrity and accountability in the Group's activities to safeguard the rights and interest of the Shareholders.

- 2.3 Maintain, through regularly scheduled meetings, a direct line of communication between the Board and the External and Internal Auditors.

- 2.4 Enhance the independence of the External and Internal audit functions.

3. MEMBERSHIP

- 3.1 The Board of Audit Committee comprises the following Directors :

Datuk Mohamed Adnan bin Ali
Chairman
(Independent Non Executive Director)

Tan Sri Dato'Thong Yaw Hong
Member
(Independent Non Executive Director)

Dato'Zaharaah binti Shaari
Member
(Non-Independent Non Executive Director)

- 3.2 The Board of Audit Committee shall be appointed by the Board of Directors of MAHB from among its members and

(i) shall comprise of no fewer than three (3) members

(ii) a majority of the members must be Independent Directors

(iii) at least one member must be a member of the Malaysian Institute of Accountants, or if he is not, then he must comply with para 15.10 of the Kuala Lumpur Stock Exchange Listing Requirements

- 3.3 If for any reason the membership falls below three members, the Board of Directors shall within one month of the event, appoint such number of new members as may be required to fulfill the minimum requirement.

- 3.4 No alternate Director is to be appointed as a member of the Board of Audit Committee.

- 3.5 The Chairman of the Board of Audit Committee shall be an independent Non-Executive director appointed by the Board of Directors.

4. AUTHORITY

- 4.1 The Board of Audit Committee shall have the following authority as empowered by the Board of Directors:

- | | |
|---|--|
| <p>(i) Have authority to investigate any matter within its terms of reference.</p> <p>(ii) Have the resources required to perform its duties.</p> <p>(iii) Have full and unrestricted access to any information, records, properties and personnel within the Group.</p> <p>(iv) Have direct communication channels with the External Auditors and Internal Auditors.</p> <p>(v) Be able to obtain independent professional advisers or other advisers and to engage outsiders with relevant experience and expertise if necessary.</p> <p>(vi) Be able to convene meetings with the External Auditors (excluding the executive members of the committee), whenever deemed necessary.</p> | <p>5.3 Review the quarterly and year-end financial statements of the Group prior to submission to the Board, focusing particularly on:</p> <ul style="list-style-type: none"> – any changes in accounting policies and practices – significant adjustments arising from the audit – extraordinary events – the going concern assumption – compliance with accounting standards, KLSE Listing Requirements and other legal requirements <p>5.4 Assess the internal process for determining and managing key risk.</p> <p>5.5 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 where necessary.</p> <p>5.6 Review the External Auditor’s Management Letter and management’s response.</p> <p>5.7 Oversee the Internal Audit functions by:</p> <ul style="list-style-type: none"> – reviewing the adequacy of the plan, scope, functions and resources and that it has the necessary authority to carry out its work and have appropriate standing in the Group. – reviewing the internal audit programme and results of the internal audit process and where necessary ensure that appropriate action is taken on its recommendations. – reviewing the appraisal or assessment of the performance of its members. – approving the appointments of senior staff members. |
|---|--|
5. FUNCTIONS AND DUTIES
- The Functions and Duties of the Board of Audit Committee shall be to:
- 5.1 Consider the appointment of the External Auditors, the audit fee and any questions of resignation or dismissal.
- 5.2 Discuss with the External Auditors before the audit commences, the nature and scope of the audit, the annual audit plan and ensure co-ordination where more than one firm is involved.

- being informed of resignations of staff members and provide them the opportunity to submit reasons for resigning.

5.8 Review any related party transactions that may arise within the Group.

5.9 Consider the major findings of internal investigations and management's response.

5.10 Consider other duties as directed by the Board.

5.11 Promptly report to Kuala Lumpur Stock Exchange on matters reported by it to the Board that have not been satisfactorily resolved resulting in a breach of the Listing Requirements of the Kuala Lumpur Stock Exchange.

5.12 Direct any special investigations to be carried out by Internal Audit.

5.13 Review and reassess, with the assistance of management and the External Auditors, the adequacy of the Term of Reference of the Board of Audit Committee.

6. MEETINGS

6.1 The Audit Committee Meetings shall be held at least six times during the financial year. Notice of meetings shall be circulated to the members one week in advance. The agenda for each meeting shall be circulated at least three full working days before each meeting to the Committee members.

6.2 Upon the request of any member of the Board of Audit Committee, the Head of Internal Audit or the External Auditor, the Chairman of the Board of Audit Committee shall convene a special meeting to consider any matters.

6.3 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.

6.4 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.

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

6.6 The meetings of the Board of Audit Committee shall be normally attended by the Head of Internal Audit. The Management of MAHB shall be represented by the Executive Director (Operations) and Executive Director (Finance), at the invitation of the Board of Audit Committee and shall excuse themselves when so directed by the Board of Audit Committee.

6.7 The Committee may request other members of management, internal auditors and external auditors to participate in Committee meeting, as necessary and when so invited, to carry out the Committee's responsibilities.

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

6.9 The Committee, through its Chairman shall report to the MAHB Board of Directors after each meeting.

1. PERLEMBAGAAN

- 1.1 Kuasa dan fungsi Lembaga Jawatankuasa Audit meliputi MAHB dan semua syarikat subsidiarinya, syarikat usahasama dan syarikat-syarikat bersekutu di dalam Kumpulan.

2. OBJEKTIF PENUBUHAN

- 2.1 Membantu Lembaga Pengarah menjalankan tanggungjawab fidusiarinya berkaitan dengan dasar-dasar perakaunan dan kawalan dalaman syarikat, amalan laporan kewangan dan dasar-dasar etika perniagaan.
- 2.2 Memastikan ketelusan, integriti dan akauntabiliti dalam aktiviti Kumpulan untuk melindungi hak dan kepentingan para Pemegang Saham.
- 2.3 Mengekalkan perhubungan komunikasi secara langsung antara Lembaga dan Juruaudit Luar dan Dalam melalui mesyuarat yang dijalankan secara kerap mengikut jadual.
- 2.4 Mempertingkatkan kebebasan fungsi audit Luaran dan Dalaman.

- (i) akan terdiri tidak kurang daripada tiga (3) ahli
- (ii) majoriti ahli adalah Pengarah Bebas
- (iii) sekurang-kurangnya seorang ahli adalah ahli Institut Akauntan Malaysia, atau jika tidak, beliau perlu memenuhi syarat perenggan 15.10 Keperluan Penyenaraian Bursa Saham Kuala Lumpur.

3. KEAHLIAN

- 3.1 Lembaga Jawatankuasa Audit dianggotai oleh Pengarah-pengarah berikut:

Datuk Mohamed Adnan bin Ali
Pengerusi
(Pengarah Bebas Bukan Eksekutif)

Tan Sri Dato' Thong Yaw Hong
Ahli
(Pengarah Bebas Bukan Eksekutif)

Dato' Zaharaah binti Shaari
Ahli
(Pengarah Bukan Bebas Bukan Eksekutif)

- 3.2 Lembaga Jawatankuasa Audit dilantik oleh Lembaga Pengarah MAHB dari kalangan ahlinya dan

- 3.3 Jika atas sebarang sebab, keahlian menjadi kurang daripada tiga orang, maka dalam tempoh satu bulan dari tarikh tersebut, Lembaga Pengarah akan melantik bilangan ahli yang diperlukan untuk mencukupkan keperluan minimum ahli.

- 3.4 Pengarah pengganti tidak boleh dilantik sebagai salah seorang ahli Lembaga Jawatankuasa Audit.

- 3.5 Pengerusi Lembaga Jawatankuasa Audit merupakan pengarah bukan eksekutif yang dilantik oleh Lembaga Pengarah.

4. KUASA

- 4.1 Lembaga Jawatankuasa Audit mempunyai kuasa berikut seperti yang diberikan oleh Lembaga Pengarah:

- (i) Mempunyai kuasa untuk menyiasat sebarang perkara dalam bidang kuasanya
- (ii) Mempunyai sumber yang diperlukan untuk menjalankan tugasnya

- (iii) Mempunyai akses penuh dan tidak terhalang untuk mendapatkan sebarang maklumat, rekod, harta dan kakitangan di dalam Kumpulan
 - (iv) Mempunyai saluran komunikasi langsung dengan Juruaudit Luar dan Juruaudit Dalam
 - (v) Boleh mendapatkan penasihat professional bebas atau penasihat lain dan untuk melantik pihak luar yang mempunyai pengalaman dan kepakaran berkaitan, jika perlu
 - (vi) Boleh mengadakan mesyuarat dengan Juruaudit Luar (tanpa ahli eksekutif jawatankuasa), apabila dianggap perlu
5. FUNGSI DAN TUGAS
- Fungsi dan Tugas Lembaga Jawatankuasa Audit meliputi:
- 5.1 Mempertimbangkan pelantikan Juruaudit Luar, yuran audit dan sebarang persoalan mengenai peletakan jawatan atau pemberhentian.
 - 5.2 Berbincang dengan Juruaudit Luar sebelum audit bermula mengenai bentuk dan skop audit, pelan audit tahunan dan memastikan keselarasan sekiranya lebih daripada sebuah firma terlibat.
 - 5.3 Mengkaji penyata kewangan suku tahunan dan akhir tahun kewangan Kumpulan sebelum dibentangkan kepada Lembaga Pengarah, dengan memfokus khususnya kepada:
 - sebarang perubahan dalam dasar dan amalan perakaunan
 - pelarasan penting yang timbul daripada audit
 - peristiwa luar biasa
 - andaian perniagaan berterusan
- pematuhan terhadap piawaian perakaunan, Keperluan Penyenaraian BSKL dan keperluan perundangan lain.
 - 5.4 Menilai proses dalaman bagi menentukan dan menguruskan risiko utama
 - 5.5 Membincangkan masalah dan perkara khusus yang timbul daripada audit pertengahan dan akhir, dan sebarang perkara yang ingin dibincangkan oleh juruaudit tanpa kehadiran pengurusan, apabila perlu.
 - 5.6 Mengkaji Surat Pengurusan Juruaudit Luar dan tindakbalas pengurusan.
 - 5.7 Menyelia fungsi Audit Dalaman melalui:
 - mengkaji kecukupan rancangan, skop, fungsi dan sumber, dan memastikan bahawa ia mempunyai kuasa yang perlu untuk menjalankan tugasnya dan mempunyai kedudukan yang sesuai di dalam Kumpulan.
 - mengkaji program audit dalaman dan keputusan proses audit dalaman dan jika perlu, memastikan bahawa tindakan yang sesuai diambil berasaskan kepada pengesyorannya;
 - mengkaji penilaian atau penaksiran prestasi ahli-ahlinya;
 - meluluskan pelantikan ahli kakitangan kanan;
 - dimaklumkan tentang peletakan jawatan ahli kakitangan dan memberi peluang kepada mereka untuk menyatakan sebab-sebab perletakan jawatan.

- 5.8 Mengkaji sebarang urusan pihak berkaitan yang mungkin timbul dalam Kumpulan.
- 5.9 Mempertimbangkan sebarang penemuan penting daripada penyiasatan dalaman dan tindak balas pengurusan terhadapnya.
- 5.10 Mempertimbangkan tugas-tugas lain yang diarahkan oleh Lembaga Pengarah
- 5.11 Melaporkan dengan segera kepada Bursa Saham Kuala Lumpur mengenai perkara yang dilaporkannya kepada Lembaga Pengarah tetapi tidak diselesaikan secara memuaskan yang menyebabkan kepada pelanggaran Keperluan Penyenaraian Bursa Saham Kuala Lumpur.
- 5.12 Mengarahkan sebarang penyiasatan khas untuk dijalankan oleh Audit Dalaman.
- 5.13 Mengkaji dan menilai semula dengan bantuan pengurusan dan Juruaudit Luar, kecukupan Bidang Kuasa Lembaga Jawatankuasa Audit.
6. MESYUARAT
- 6.1 Mesyuarat Jawatankuasa Audit perlu dijalankan sekurang-kurangnya enam kali sepanjang tahun kewangan. Notis mesyuarat perlu diedarkan kepada ahli seminggu lebih awal. Agenda bagi setiap mesyuarat perlu diedarkan kepada ahli Jawatankuasa sekurang-kurangnya tiga hari bekerja penuh sebelum setiap mesyuarat.
- 6.2 Apabila diminta oleh mana-mana ahli Lembaga Jawatankuasa Audit, Ketua Audit Dalaman atau Juruaudit Luaran, Pengerusi Lembaga Jawatankuasa Audit perlu mengadakan mesyuarat khas untuk mempertimbangkan sebarang perkara.
- 6.3 Kuorum dua orang ahli adalah bilangan minimum yang diperlukan hadir di sebarang Mesyuarat Lembaga Jawatankuasa Audit. Jika Pengerusi tidak hadir, ahli-ahli yang hadir akan melantik seorang pengerusi untuk mesyuarat tersebut di kalangan mereka.
- 6.4 Persoalan yang timbul di sebarang mesyuarat akan ditentukan oleh undi majoriti, setiap ahli mempunyai satu hak mengundi dan jika terikat, Pengerusi akan mempunyai undi kedua atau pemutus. Walau bagaimanapun, di mesyuarat di mana dua orang ahli membentuk kuorum, atau apabila hanya dua orang ahli yang layak untuk mengundi mengenai sesuatu isu, Pengerusi tidak mempunyai hak undi pemutus.
- 6.5 Ketua bahagian Audit Dalaman akan menjadi Setiausaha kepada Lembaga Jawatankuasa Audit. Jika beliau tidak hadir, Setiausaha Syarikat akan bertindak sebagai Setiausaha.
- 6.6 Mesyuarat Lembaga Jawatankuasa Audit biasanya dihadiri oleh Ketua Audit Dalaman. Pengurusan MAHB akan diwakili oleh Pengarah Eksekutif (Operasi) dan Pengarah Eksekutif (Kewangan), di atas undangan Lembaga Jawatankuasa Audit dan perlu meminta diri apabila diminta berbuat demikian oleh Lembaga Jawatankuasa Audit.
- 6.7 Jawatankuasa boleh meminta ahli lain daripada pengurusan, juruaudit dalaman dan juruaudit luar untuk menyertai mesyuarat Jawatankuasa mengikut keperluan dan apabila diundang, untuk menjalankan tanggungjawab Jawatankuasa.
- 6.8 Minit mesyuarat perlu dibentangkan di Mesyuarat Lembaga Pengarah MAHB.
- 6.9 Jawatankuasa, melalui Pengerusinya akan membuat laporan kepada Lembaga Pengarah MAHB selepas setiap mesyuarat.