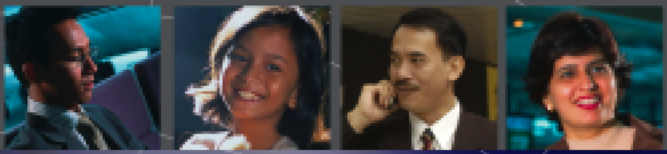

Annual Report 2002 Laporan Tahunan

MALAYSIA AIRPORTS

Malaysia Airports Holdings Berhad (487092-W)

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Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourth 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, 29 May 2003 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 2002 and the Auditors' Report thereon.

   Resolution 1

2. To approve the payment of a final dividend of 4 sen less Malaysian Income Tax of 28% for the financial year ended 31 December 2002.

   Resolution 2

3. To approve the payment of Directors' Fees for the financial year ended 31 December 2002.

   Resolution 3

4. To re-elect the following Directors who shall retire in accordance with Article 131 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-

   (i) Y. Bhg. Dato' Izzuddin bin Dali

   Resolution 4

   (ii) Y. Bhg. Dato' Zaharaah binti Shaari

   Resolution 5

5. 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

6. To appoint Auditors and to authorize the Directors to fix their remuneration.

   Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto has been received by the Company for the nomination of Messrs. Ernst & Young who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:-

   "That Messrs. Ernst & Young be and is hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs. Arthur Andersen & Co. to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

   Resolution 8

7. **AS SPECIAL BUSINESS**

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

Authority to issue and allot shares

"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

8. To consider any other business for which due notice has been given.

Resolution 10

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the final dividend of 4 sen less Malaysian Income Tax of 28% will be payable on 25 June 2003 to depositors who are registered in the Record of Depositors at the close of business on 18 June 2003 if approved by members at the Fourth Annual General Meeting on 29 May 2003.

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 18 June 2003 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)
MORIAMI BINTI MOHD (MAICSA 7031470)
Secretaries

Subang
Selangor Darul Ehsan
5 May 2003

EXPLANATORY NOTE TO SPECIAL BUSINESS

The Ordinary Resolution proposed under item 7 of the Agenda, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company, subject to compliance with regulatory requirements. The approval is sought to avoid any delay and cost in convening a general meeting for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

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.

4. Shareholders' attention is hereby drawn to the Listing Requirements of the Kuala Lumpur Stock Exchange, which allows a member of the Company which is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991, to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

Notice of Nomination of Auditors

TIMBALAN MENTERI KEWANGAN

Lembaga Pengarah
Malaysia Airports Holdings Berhad
Ibu Pejabat MAB
Lapangan Terbang Sultan Abdul Aziz Shah
47200 SUBANG
Selangor

Tuan,

Notis Pelantikan Juruaudit

Merujuk kepada Seksyen 172(11) Akta Syarikat, 1965, kami sebagai pemegang saham Malaysia Airports Holdings Berhad (MAHB) dengan ini memberikan notis sebagai hasrat kami untuk melantik Tetuan Ernst & Young sebagai Juruaudit bagi MAHB dan seterusnya mencadangkan sebagai resolusi biasa untuk dibentangkan pada Mesyuarat Agung Tahunan MAHB yang akan datang, bagi menggantikan juruaudit yang akan bersara, Tetuan Arthur Andersen & Co.

> "Bahawa Tetuan Ernst & Young kini dilantik sebagai Juruaudit MAHB bagi menggantikan Juruaudit Tetuan Arthur Andersen & Co. yang akan bersara, untuk memegang jawatan tersebut sehingga tamat Mesyuarat Agung Tahunan yang akan datang, pada imbuhan yang ditetapkan oleh para Pengarah."

Meteri
Menteri Kewangan (Diperbadankan)
Dimeteraikan dihadapan

Dr. Shafie bin Mohd. Salleh

Tarikh: 15 April 2003

Statement Accompanying the Notice of Annual General Meeting

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	Dato' Izzuddin bin Dali
Age	54
Nationality	Malaysian
Qualification	• Bachelor of Economics (Hons) from University of Malaya • Master of Arts (Economics) from Western Michigan University, USA
Position on the MAHB Board	Non-Independent Non-Executive
Date first appointed to the MAHB Board	23 October 1999
Membership of MAHB Board Committees	• Board of Nomination Committee (*Chairman*) • Board of Tender Committee (*Chairman*) • Board of Remuneration Committee • Board of Finance & Investment Committee
Working Experience	• Assistant Secretary, Administration Division, Ministry of Finance ("MOF") • Assistant Director, Budget Division, MOF • Principal Assistant Secretary, Finance and Loan Division, MOF • Principal Assistant Secretary and Deputy Undersecretary, Economic Division, MOF • Senior Assistant Director, Budget Division, MOF • General Manager, Administration and Company Secretary of KL International Airport Berhad *(secondment)*
Occupation	Director of Budget Division, MOF
Any other directorships in public companies	UDA Holdings 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	Nil
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	10/12 (83%)

Name	Dato' Zaharaah binti Shaari
Age	53
Nationality	Malaysian
Qualification	• Bachelor of Arts (Hons) from University of Malaya • Masters of Science in Transport Planning and Management from Polytechnic of Central London, UK
Position on the MAHB Board	Non-Independent Non-Executive
Date first appointed to the MAHB Board	23 December 1999
Membership of MAHB Board Committees	• Board of Risk Management Committee *(Chairman)* • Board of Audit Committee • Board of Planning & Development Committee • Board of Tender Committee
Working Experience	• Assistant Secretary, Civil Aviation Division, Ministry of Transport ("MOT") • Principal Assistant Secretary, Civil Aviation Development, Air Transport and International Affairs Division, MOT • Director of Air Transport and International Affairs Division, MOT • Under Secretary of Aviation, MOT • Deputy Director of Budget, MOF • Director of Budget, MOF
Occupation	Secretary General, MOT
Any other directorships in public companies	Malaysian Airline System 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	Nil
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	9/12 (75%)

Name	Tan Sri Dato' Haji Basir bin Ismail
Age	76
Nationality	Malaysian
Qualification	• Diploma in Agricultural 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	• Board of Finance & Investment Committee *(Chairman)* • Board of Planning and Development Committee *(Chairman)*
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 and Perusahaan Sadur Timah Malaysia Berhad ("PERSTIMA") • Executive Chairman of Bank Bumiputra Malaysia Berhad • Chairman of Petroliam 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
Occupation	Chairman
Any other directorships in public companies	Kumpulan FIMA 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	Nil
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	12/12 (100%)

Name	Tan Sri Dato' Thong Yaw Hong
Age	72
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 • Board of Risk Management 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 • 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	Nil
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	11/12 (91.67%)

Notis Mesyuarat Agung Tahunan

***DENGAN INI DIMAKLUMKAN BAHAWA** Mesyuarat Agung Keempat 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, 29 Mei 2003 pukul 10:30 pagi bagi tujuan-tujuan berikut:-*

AGENDA

1. *Untuk menerima dan meluluskan Akaun Yang telah Diaudit bagi tahun kewangan berakhir 31 Disember 2002 bersama dengan Laporan Pengarah dan Laporan Juruaudit yang lampirkan.*
   Resolusi 1

2. *Untuk melulus pembayaran dividen akhir sebanyak 4 sen tolak 28% Cukai Pendapatan Malaysia bagi tahun kewangan berakhir 31 Disember 2002.*
   Resolusi 2

3. *Untuk melulus pembayaran yuran para Pengarah bagi tahun berakhir 31 Disember 2002.*
   Resolusi 3

4. *Untuk melantik semula Pengarah-Pengarah berikut yang akan bersara menurut Artikel 131 Tataurusan Pertubuhan Syarikat dan oleh kerana layak, menawarkan dirinya untuk dilantik semula:-*

   (i) Y. Bhg. Dato' Izzuddin bin Dali
   Resolusi 4

   (ii) Y. Bhg. Dato' Zaharaah binti Shaari
   Resolusi 5

5. *Untuk melantik semula Pengarah-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
   Resolusi 6

   (ii) Tan Sri Dato' Thong Yaw Hong
   Resolusi 7

6. *Untuk melantik Juruaudit dan memberi kuasa kepada Pengarah untuk menetapkan imbuhan mereka.*

   Notis Pencalonan tertakluk kepada Seksyen 172(11) Akta Syarikat 1965, yang mana satu salinan dilampirkan bersama telah diterima oleh Syarikat untuk pencalonan Tetuan Ernst & Young yang telah memberikan persetujuan untuk mewakili, atas perlantikan sebagai Juruaudit dan mengenai hasrat untuk mencadangkan resolusi biasa berikut:-

   "Bahawa Tetuan Ernst & Young kini dilantik sebagai Juruaudit Syarikat bagi menggantikan Juruaudit yang akan bersara, Tetuan Arthur Andersen & Co. untuk memegang jawatan tersebut sehingga tamat Mesyuarat Agung Tahunan akan datang, pada imbuhan yang ditetapkan oleh para Pengarah."

   Resolusi 8

*7. **SEBAGAI URUSAN KHAS***

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

Kuasa untuk menerbit dan memperuntuk saham

"Bahawa tertakluk kepada Akta Syarikat 1965, Tataurusan Pertubuhan Syarikat dan kelulusan pihak-pihak berkuasa yang berkenaan, para Pengarah dengan ini diberi kuasa berhubung dengan Seksyen 132D Akta Syarikat, 1965 untuk menerbit dan memperuntuk saham dalam Syarikat pada sebarang masa sehingga tamat Mesyuarat Agung Tahunan akan datang dan menurut terma dan syarat dan peraturan-peraturan tertentu bagi tujuan-tujuan yang tertentu menurut pertimbangan yang difikirkan layak oleh Lembaga Pengarah dengan syarat agregat saham-saham yang akan diterbitkan tidak melebihi 10 peratus daripada modal saham terbitan Syarikat pada waktu tersebut."

Resolusi 9

8. *Menjalankan sebarang urusniaga lain yang notis mengenainya telah pun diberikan.*

Resolusi 10

NOTIS KELAYAKAN DIVIDEN

***DENGAN INI DIMAKLUMKAN BAHAWA** dividen akhir sebanyak 4 sen tolak 28% Cukai Pendapatan Malaysia akan dibayar pada 25 Jun 2003 kepada para Pemegang Saham yang nama-nama mereka tercatat di dalam Rekod Pendeposit pada 18 Jun 2003 jika diluluskan oleh para ahli semasa Mesyuarat Agung Tahunan pada 29 Mei 2003.*

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

a. *Saham-saham yang dipindahkan ke dalam Akaun Sekuriti Pendeposit sebelum pukul 12:30 tengahari pada 18 Jun 2003 berhubung dengan pindahan biasa;*

b. *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)
MORIAMI BINTI MOHD (MAICSA 7031470)
Setiausaha-Setiausaha Syarikat

Subang
Selangor Darul Ehsan
5 Mei 2003

KETERANGAN UNTUK URUSAN KHAS

Resolusi Biasa yang dicadangkan di bawah Perkara 7 Agenda, jika diluluskan, akan memberi kuasa kepada para Pengarah untuk menerbitkan saham dalam Syarikat sehingga satu jumlah yang tidak melebihi 10% jumlah keseluruhan modal saham terbitan Syarikat bergantung kepada kepatuhan syarat-syarat berperaturan yang berkaitan. Kelulusan ini diperlukan bagi mengelak sebarang kelewatan dan kos mengadakan mesyuarat agung untuk terbitan saham seumpamanya. Kuasa ini, jika tidak ditarik balik atau dipinda oleh Syarikat dalam mesyuarat agung, akan tamat pada Mesyuarat Agung Tahunan akan datang.

Nota:

1. *Seorang 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.*

2. *Suratcara perlantikan proksi mestilah dalam bentuk tertulis atau dicetak dari pemegang saham atau peguamnya atau jika pemegang saham itu merupakan sebuah badan korporart, ianya mesti dimeterai secara bertulis atau dengan cop mohor peguam syarikat tersebut.*

3. *Suratcara pelantikan 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.*

4. *Pemegang Saham diminta memberi perhatian kepada Syarat-syarat Penyenaraian Bursa Saham Kuala Lumpur, yang membenarkan seseorang ahli Syarikat yang merupakan penama yang diberi kuasa sebagaimana ditakrif di bawah Akta Industri Sekuriti (Depositori Pusat), 1991, untuk melantik sekurang-kurangnya seorang (1) proksi bagi setiap akaun sekuriti yang dipegang dengan saham biasa Syarikat yang termasuk dalam kredit akaun sekuriti berkenaan.*

Notis Perlantikan Juruaudit

TIMBALAN MENTERI KEWANGAN

Lembaga Pengarah
Malaysia Airports Holdings Berhad
Ibu Pejabat MAB
Lapangan Terbang Sultan Abdul Aziz Shah
47200 SUBANG
Selangor

Tuan,

Notis Pelantikan Juruaudit

Merujuk kepada Seksyen 172(11) Akta Syarikat, 1965, kami sebagai pemegang saham Malaysia Airports Holdings Berhad (MAHB) dengan ini memberikan notis sebagai hasrat kami untuk melantik Tetuan Ernst & Young sebagai Juruaudit bagi MAHB dan seterusnya mencadangkan sebagai resolusi biasa untuk dibentangkan pada Mesyuarat Agung Tahunan MAHB yang akan datang, bagi menggantikan juruaudit yang akan bersara, Tetuan Arthur Andersen & Co.

> "Bahawa Tetuan Ernst & Young kini dilantik sebagai Juruaudit MAHB bagi menggantikan Juruaudit Tetuan Arthur Andersen & Co. yang akan bersara, untuk memegang jawatan tersebut sehingga tamat Mesyuarat Agung Tahunan yang akan datang, pada imbuhan yang ditetapkan oleh para Pengarah."

Meteri
Menteri Kewangan (Diperbadankan)
Dimeteraikan dihadapan

Dr. Shafie bin Mohd. Salleh

Tarikh: 15 April 2003

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	*Dato' Izzuddin bin Dali*
Umur	*54*
Warganegara	*Malaysia*
Kelayakan	• *Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya* • *Sarjana Sastera (Ekonomi) dari Universiti Western Michigan, USA*
Kedudukan dalam Lembaga Pengarah MAHB	*Pengarah Bukan Bebas Bukan Eksekutif*
Tarikh mula dilantik ke Lembaga Pengarah MAHB	*23 Oktober 1999*
Keahlian Jawatankuasa Lembaga MAHB	• *Lembaga Jawatankuasa Pencalonan (Pengerusi)* • *Lembaga Jawatankuasa Tender (Pengerusi)* • *Lembaga Jawatankuasa Ganjaran* • *Lembaga Jawatankuasa Pelaburan dan Kewangan*
Pengalaman bekerja	• *Penolong Setiausaha, Bahagian Kewangan, Kementerian Kewangan ("MOF")* • *Penolong Pengarah, Bahagian Belanjawan, MOF* • *Penolong Setiausaha, Bahagian Kewangan dan Pinjaman, MOF* • *Penolong Setiausaha dan Timbalan Penolong Setiausaha, Bahagian Ekonomi, MOF* • *Penolong Pengarah Kanan, Bahagian Belanjawan, MOF* • *Pengurus Besar, Pentadbiran dan Setiausaha Syarikat KL International Airport Berhad (tukaran sementara)*
Pekerjaan	*Pengarah Bahagian Belanjawan, MOF*
Jawatan Pengarah lain dalam syarikat awam	*UDA Holdings 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	*Tiada*
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	*10/12 (83%)*

Nama	*Dato' Zaharaah binti Shaari*
Umur	*53*
Warganegara	*Malaysia*
Kelayakan	• *Sarjana Muda Sastera (Kepujian) dari Universiti Malaya* • *Sarjana Sains Transport Planning and Management dari Polytechnic Central, London, United Kingdom*
Kedudukan dalam Lembaga Pengarah MAHB	*Pengarah Bukan Bebas Bukan Eksekutif*
Tarikh mula dilantik ke Lembaga Pengarah MAHB	*23 Disember 1999*
Keahlian Jawatankuasa Lembaga MAHB	• *Lembaga Jawatankuasa Pengurusan Risiko (Pengerusi)* • *Lembaga Jawatankuasa Audit* • *Lembaga Jawatankuasa Perancangan dan Pembangunan* • *Lembaga Jawatankuasa Tender*
Pengalaman bekerja	• *Penolong Setiausaha, Bahagian Penerbangan Awam, Kementerian Pengangkutan ("MOT")* • *Penolong Setiausaha Kanan, Pembangunan Penerbangan Awam, Bahagian Pengangkutan Udara dan Hal Ehwal Antarabangsa, MOT* • *Pengarah Bahagian Pengangkutan Udara dan Hal Ehwal Antarabangsa, MOT* • *Setiausaha Rendah Penerbangan, MOT* • *Timbalan Pengarah Belanjawan, MOF* • *Pengarah Belanjawan, MOF*
Pekerjaan	*Ketua Setiauasaha, MOT*
Jawatan Pengarah lain dalam syarikat awam	*Malaysian Airline System 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	*Tiada*
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	*9/12 (75%)*

Nama	*Tan Sri Dato' Haji Basir bin Ismail*
Umur	*76*
Warganegara	*Malaysia*
Kelayakan	• *Diploma Pertanian dari Kolej Pertanian Malaysia (sekarang dikenali sebagai Universiti 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 and Perusahaan Sadur Timah Malaysia Berhad ("PERSTIMA")* • *Pengerusi Eksekutif Bank Bumiputra Malaysia Berhad* • *Pengerusi Petroliam Nasional Berhad ("PETRONAS")* • *Pengerusi Eksekutif Fima Corporation Berhad* • *Pengerusi Suruhanjaya Perdagangan Komiditi* • *Pengerusi Ladang Perbadanan Fima Berhad* • *Pengarah VS Industry Berhad*
Pekerjaan	*Pengerusi*
Jawatan Pengarah lain dalam syarikat awam	*Kumpulan FIMA 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 urusniaga dengan MAHB atau syarikat-syarikat subsidiarinya	*Tiada*
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	*72*
Warganegara	*Malaysia*
Kelayakan	• *Sarjana Muda Kepujian (Ekonomi) dari Universiti Malaya* • *MPA pengkhusuan dalam Perancangan Pembangunan dan Pentadbiran Awam dari Harvard University* • *Program Pengurusan Tertinggi 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* • *Lembaga Jawatankuasa Pengurusan Risiko*
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 (Group)* • *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 urusniaga dengan MAHB atau syarikat-syarikat subsidiarinya	*Tiada*
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%)*

Group Corporate Structure
Struktur Korporat Kumpulan

MALAYSIA AIRPORTS HOLDINGS BERHAD

MALAYSIA AIRPORTS SDN. BHD. (230646-U)

Management, operations and maintenance of designated airports and provision of airport related services in Malaysia other than the KL International Airport (KLIA), Sepang.
The designated airports comprise:

- 4 international airports (Pulau Pinang, Langkawi, Kuching and Kota Kinabalu)
- 15 domestic airports
- 18 Short Take-off and Landing Ports (STOL ports)

Pengurusan, pengendalian dan penyenggaraan lapangan terbang dan penyediaan perkhidmatan berkaitan lapangan terbang di Malaysia selain daripada Lapangan Terbang Antarabangsa KL (KLIA), Sepang. Lapangan-lapangan terbang tersebut terdiri daripada:

- *4 Lapangan terbang antarabangsa (Pulau Pinang, Langkawi, Kuching dan Kota Kinabalu)*
- *15 lapangan terbang domestik*
- *18 padang terbang (STOL ports)*

MALAYSIA AIRPORTS (SEPANG) SDN. BHD. (320480-D)

Management, operations and maintenance of KLIA, Sepang and provision of airport related services.

Pengurusan operasi dan penyenggaraan KLIA, Sepang serta penyediaan perkhidmatan berkaitan lapangan terbang.

MALAYSIA AIRPORTS (NIAGA) SDN. BHD. (281310-V)

Operating duty free, non-duty free outlets and providing management services in respect of food and beverage outlets at airports.

Mengendalikan kedai-kedai bebas cukai, bukan bebas cukai dan menyediakan perkhidmatan makanan dan minuman di lapangan terbang.

MALAYSIA AIRPORTS MANAGEMENT & TECHNICAL SERVICES SDN. BHD. (375245-X)

Provision of management, maintenance and technical services in connection with the airport industry.

Penyediaan perkhidmatan pengurusan, penyenggaraan dan teknikal berhubung dengan industri lapangan terbang.

CAMBODIA AIRPORT MANAGEMENT SERVICES LIMITED (40%)

Operations, management and commercial promotion of the Pochentong Airport and Siem Reap Airport in Cambodia.

Pengendalian, pengurusan dan promosi komersil Lapangan Terbang Pochentong dan Lapangan Terbang Siem Reap di Kemboja.

URUSAN TEKNOLOGI WAWASAN SDN. BHD. (49%)

Provision of mechanical, electrical and civil engineering services at KLIA, Sepang.

Penyediaan perkhidmatan kejuruteraan mekanikal, elektrikal serta kejuruteraan awam di KLIA, Sepang.

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 KLIA, Sepang.

Pemegang pelaburan, pengurusan dan pengendalian tempat letak kereta, Hotel Airside, Zon Perdagangan Bebas dan Kemudahan Bersama Selatan yang kesemuanya di KLIA, Sepang.

MAB AGRICULTURE - HORTICULTURE SDN. BHD. (467902-D)

Cultivation and selling of oil palm and other agricultural products, and engaging in horticulture activities.

Penanaman dan penjualan kelapa sawit dan keluaran pertanian lain serta terlibat dalam kegiatan hortikultur.

K.L. AIRPORT HOTEL SDN. BHD. (330863-D)

Owner of the hotel known as Pan Pacific Hotel KLIA.

Pemilik kepada hotel yang dikenali sebagai Hotel Pan Pacific, KLIA.

KUALA LUMPUR AVIATION FUELLING SYSTEM SDN. BHD. (20%)

Development, management and operations of aviation fuelling system at KLIA, Sepang.

Pembangunan, pengurusan dan operasi sistem pengisian bahan api penerbangan di KLIA, Sepang.

ASIA PACIFIC AUCTION CENTRE SDN. BHD. (488190-H)

Operations and management of an auction centre.

Pengurusan dan pengendalian pusat lelongan.

MALAYSIA AIRPORTS TECHNOLOGIES SDN. BHD. (512262-H)

Operations and maintenance of the Total Airport Management System at KLIA and undertaking ICT business ventures.

Operasi dan pembaikan ke atas Sistem Pengurusan Lapangan Terbang yang menyeluruh di KLIA serta menjalankan perniagaan ICT.

SEPANG INTERNATIONAL CIRCUIT SDN. BHD. (457149-T)

Management and operations of Sepang F1 Circuit and organisation and promotion of motor sports and entertainment events.

Pengurusan dan pengendalian Litar F1 Sepang serta penganjuran dan promosi sukan bermotor dan acara hiburan.

NECC SDN. BHD. (521231-V)

Undertaking the proposed development of the National Exhibition and Convention Centre at Subang.

Menjalankan cadangan pembangunan Pusat Pameran dan Persidangan Kebangsaan di Subang.

Sitting Left to Right/*Duduk dari Kiri ke Kanan:*
Datuk Mohamed Adnan bin Ali, Tan Sri Dato' Haji Basir bin Ismail, Tan Sri Dato' Zaki bin Tun Azmi

Standing Left to Right/*Berdiri dari Kiri ke Kanan:*
Dato' Zaharaah binti Shaari, Dato' Adnan bin Shamsuddin, Dato' Izzuddin bin Dali, Rosman bin Abdullah, Tan Sri Dato' Thong Yaw Hong

Corporate Information
Maklumat Korporat

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
Dato' Adnan bin Shamsuddin
Rosman bin Abdullah
Eshah binti Meor Suleiman
(Alternate Director to Dato' Izzuddin bin Dali)

Company Secretaries • *Setiausaha Syarikat*
Muhammad bin Arshad (LS 006975)
Moriami binti Mohd (MAICSA 7031470)

Members of the Audit Committee •
Ahli-Ahli Jawatankuasa Audit
Datuk Mohamed Adnan bin Ali
(Chairman/*Pengerusi*)
Tan Sri Dato' Thong Yaw Hong
Dato' Zaharaah binti Shaari

Members of the Remuneration Committee
Ahli-Ahli Jawatankuasa Ganjaran
Tan Sri Dato' Zaki bin Tun Azmi
(Chairman/*Pengerusi*)
Tan Sri Dato' Thong Yaw Hong
Dato' Izzuddin bin Dali
Datuk Mohamed Adnan bin Ali

Members of the Nomination Committee
Ahli-Ahli Jawatankuasa Pencalonan
Dato' Izzuddin bin Dali
(Chairman/*Pengerusi*)
Tan Sri Dato' Thong Yaw Hong
Tan Sri Dato' Zaki bin Tun Azmi
Datuk Mohamed Adnan bin Ali

Registered Office
Pejabat Berdaftar
Malaysia Airports Holdings Berhad
Head Office of 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

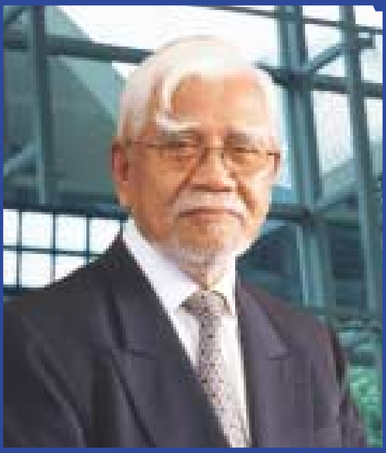
Share Registrar
Pendaftar Syarikat
Securities Services (Holdings) Sdn Bhd
Level 7, Menara Milenium
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Tel: 603 2095 7077
Fax: 603 2094 9940/2095 0292

Auditors • *Juruaudit*
Arthur Andersen & Co
Level 23A Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

Principal Bankers
Bank-Bank Utama
Malayan Banking Berhad
Bumiputra-Commerce Bank Berhad
Citibank Berhad

Stock Exchange Listing
Penyenaraian Di Bursa Saham
Main Board of Kuala Lumpur Stock Exchange
Papan Utama Bursa Saham Kuala Lumpur

Directors' Profile
Profil Pengarah



TAN SRI DATO' HAJI BASIR BIN ISMAIL
Independent Non-Executive Director •
Pengarah Bebas Bukan Eksekutif

Tan Sri Dato' Haji Basir bin Ismail, aged 76 and a Malaysian, is the Chairman of Malaysia Airports Holdings Berhad. He holds a Diploma in Agriculture from Kolej Pertanian Malaysia (now known as Universiti Putra Malaysia), a Bachelor of Science (Agriculture) from University of Durham, United Kingdom and a Post Graduate Certificate in Agriculture from Wye College, University of London, United Kingdom. He is a fellow member of the Malaysian Institute of Bankers, Malaysian Institute of Management and Institute of Directors, London, and an honorary member of the Malaysian Society of Agriculture Engineers.

Tan Sri Dato' Haji Basir started his career with the Ministry of Agriculture where he had held various senior positions from 1956 to 1970. He was later appointed as an Executive Director to Johor State Economic Development Corporation (now known as Johor Corporation Berhad) from 1977 to 1981 and later became their Business Advisor for three (3) years. Since then, he was appointed as Executive Chairman/ Chairman of several Companies which includes amongst others Bank Negara Malaysia, Lembaga Padi dan Beras Negara, Cycle & Carriage Bintang Berhad, Cold Storage (Malaysia) Berhad, Bank Bumiputra Malaysia Berhad, Petroliam Nasional Berhad and Commodities Trading Commission.

Tan Sri Dato' Haji Basir was appointed to the post as Chairman of Malaysia Airports Sdn Bhd ever since the company's corporatisation exercise in 1992.

He chairs the Board of Finance & Investment Committee and the Board of Planning & Development Committee. Currently, he also sits on the Board of Kumpulan Fima Berhad. He attended twelve (12) Board Meetings held during the financial year.

Tan Sri Dato' Haji Basir bin Ismail, berusia 76 tahun dan seorang warganegara Malaysia, adalah Pengerusi Malaysia Airports Holdings Berhad. Beliau memiliki Diploma Pertanian dari Kolej Pertanian Malaysia (kini dikenali sebagai Universiti Putra Malaysia), Sarjana Muda Sains (Pertanian) dari University of Durham, United Kingdom dan Sijil Pertanian Lepasan Ijazah dari Wye College, University of London, United Kingdom. Beliau merupakan ahli Fellow Institut Jurubank, Institut Pengurusan Malaysia, Institute of Directors, London, dan ahli kehormat Persatuan Jurutera Pertanian Malaysia.

Tan Sri Dato' Haji Basir memulakan kerjaya beliau dengan Kementerian Pertanian di mana beliau memegang pelbagai jawatan kanan dari tahun 1956 hingga 1970. Beliau kemudian dilantik sebagai Pengarah Eksekutif Perbadanan Kemajuan Ekonomi Negeri Johor (kini dikenali sebagai Perbadanan Johor Berhad) dari tahun 1977 ke tahun 1981 dan selepas itu menjadi Penasihat Perniagaan mereka selama tiga (3) tahun. Sejak itu, beliau dilantik sebagai Pengerusi Eksekutif/Pengerusi beberapa buah Syarikat yang antara lain termasuk Bank Negara Malaysia, Lembaga Padi dan Beras Negara, Cycle & Carriage Bintang Berhad, Cold Storage (Malaysia) Berhad, Bank Bumiputra Malaysia Berhad, Petroliam Nasional Berhad dan Suruhanjaya Perdagangan Komoditi.

Tan Sri Dato' Haji Basir telah dilantik sebagai Pengerusi Malaysia Airports Sdn Bhd semenjak pengkorporatan syarikat pada tahun 1992.

Beliau mempengerusikan Lembaga Jawatankuasa Kewangan & Pelaburan dan Lembaga Jawatankuasa Perancangan & Pembangunan. Beliau turut menganggotai Lembaga Pengarah Kumpulan Fima Berhad. Beliau telah menghadiri dua belas (12) Mesyuarat Lembaga Pengarah yang diadakan sepanjang tahun kewangan ini.

DATO' IZZUDDIN BIN DALI
Non-Independent Non-Executive Director •
Pengarah Bukan Bebas Bukan Eksekutif

Dato' Izzuddin bin Dali, aged 54 and a Malaysian, is currently the Director of Budget to the Ministry of Finance. He graduated with an Honours Degree in Economics from University of Malaya and went on to obtain his Master in Arts (Economics) from the University of Western Michigan, USA.

He began his career with the Treasury as Assistant Secretary, Administration Division in 1972 and later became Assistant Director, Budget Division in 1975. In 1987, he was promoted as Senior Assistant Director, Budget Division. In 1993, he was seconded to K.L. International Airport Berhad as General Manager of Administration and Company Secretary for six (6) years before assuming his present position in 1999.

Dato' Izzuddin presently holds directorships in Uda Holdings Berhad, Sarawak Hidro Sdn Bhd and K.L. International Airport Berhad. He was appointed as Director of Malaysia Airports Holdings Berhad on 23 October, 1999. He chairs the Board of Nomination Committee and the Board of Tender Committee and also sits on the Board of Remuneration Committee and the Board of Finance & Investment Committee. Dato' Izzuddin attended ten (10) out of twelve (12) Board Meetings held during the financial year.

DATO' ZAHARAAH BINTI SHAARI
Non-Independent Non-Executive Director •
Pengarah Bukan Bebas Bukan Eksekutif

Dato' Izzuddin bin Dali, berusia 54 tahun dan seorang warganegara Malaysia, kini merupakan Pengarah Belanjawan kepada Kementerian Kewangan. Beliau berkelulusan Sarjana Muda (Kepujian) (Ekonomi) dari Universiti Malaya dan seterusnya memperolehi Sarjana Sastera (Ekonomi) dari University of Western Michigan, Amerika Syarikat.

Beliau memulakan kerjaya dengan Perbendaharaan sebagai Penolong Setiausaha, Bahagian Pentadbiran pada tahun 1972 dan kemudian menjadi Penolong Pengarah, Bahagian Belanjawan. Pada tahun 1993, beliau telah ditukarkan sementara ke K.L International Airport Berhad sebagai Pengurus Besar Pentadbiran dan Setiausaha Syarikat selama enam (6) tahun sebelum menyandang jawatan beliau sekarang pada tahun 1999.

Dato' Izzuddin juga memegang jawatan sebagai pengarah di Uda Holdings Berhad, Sarawak Hidro Sdn Bhd dan K.L. International Airports Holdings Berhad. Beliau telah dilantik sebagai Pengarah Malaysia Airports Holdings Berhad pada 23 Oktober, 1999. Beliau adalah pengerusi Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Tender dan turut menganggotai Lembaga Jawatankuasa Ganjaran dan Lembaga Jawatankuasa Pelaburan dan Kewangan. Dato' Izzuddin telah menghadiri sepuluh (10) daripada dua belas (12) Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan ini.

Dato' Zaharaah binti Shaari, aged 53 and a Malaysian, is currently the Secretary General to the Ministry of Transport. She graduated with a Bachelor of Arts (Hons.) Degree from University of Malaya and later obtained a Master of Science in Transport Planning & Management from Polytechnic of Central London, United Kingdom.

She began her career with the Ministry of Transport as Assistant Secretary, Civil Aviation Division in 1971 and later as Principal Assistant Secretary in Civil Aviation Development, Air Transport and International Affairs Division. In 1974, she became Director of the Air Transport and International Affairs Division and subsequently the Under Secretary of Aviation in the Ministry of Transport. In 1996, she was appointed as Deputy Director of Budget, Ministry of Finance and subsequently as Director of Budget before assuming her present position in 1999.

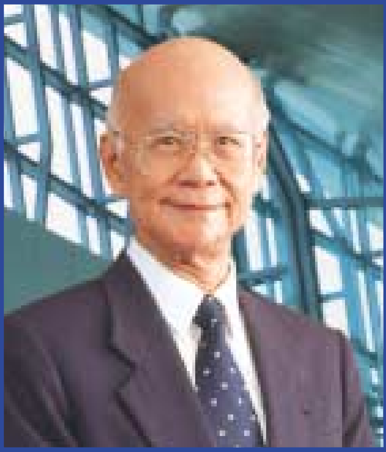
She presently holds directorships in Malaysian Airline System Berhad and Ipoh Cargo Terminal Sdn Bhd. She was appointed as Director of Malaysia Airports Holdings Berhad on 23 December, 1999. She chairs the Board of Risk Management Committee and sits on the Board of Planning & Development Committee and Board of Tender Committee. Dato' Zaharaah attended nine (9) out of twelve (12) Board Meetings held during the financial year.

Dato' Zaharaah binti Shaari, berusia 53 tahun dan seorang warganegara Malaysia, kini merupakan Ketua Setiausaha Kementerian Pengangkutan. Beliau berkelulusan Sarjana Muda Sastera (Kepujian) dari Universiti Malaya dan kemudian memperolehi Sarjana Sains dalam Transport Planning and Management dari Polytechnic of Central London, United Kingdom.

Beliau memulakan kerjayanya dengan Kementerian Pengangkutan sebagai Penolong Setiausaha, Bahagian Penerbangan Awam pada tahun 1971 dan kemudian sebagai Penolong Setiausaha Kanan di Pembangunan Penerbangan Awam, Bahagian Pengangkutan Udara dan Hal Ehwal Antarabangsa. Pada tahun 1974, beliau menjadi Pengarah Bahagian Pengangkutan Udara dan Hal Ehwal Antarabangsa dan kemudiannya ke jawatan Setiausaha Rendah Penerbangan di Kementerian Pengangkutan. Pada tahun 1996, beliau dilantik sebagai Timbalan Pengarah Belanjawan, Kementerian Kewangan dan seterusnya Pengarah Belanjawan sebelum menyandang jawatannya sekarang pada tahun 1999.

Beliau juga memegang jawatan sebagai Pengarah di Malaysian Airline System Berhad dan Ipoh Cargo Terminal Sdn Bhd. Beliau telah dilantik sebagai Pengarah Malaysia Airports Holdings Berhad pada 23 Disember, 1999. Beliau adalah Pengerusi Lembaga Jawatankuasa Pengurusan Risiko dan turut menganggotai Lembaga Jawatankuasa Audit, Lembaga Jawatankuasa Pembangunan dan Perancangan dan Lembaga Jawatankuasa Tender. Dato' Zaharaah telah menghadiri sembilan (9) daripada dua belas (12) Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan ini.

Directors' Profile (continued)
Profil Pengarah (sambungan)



TAN SRI DATO' THONG YAW HONG
Independent and Non-Executive Director •
Pengarah Bebas Bukan Eksekutif

Tan Sri Dato' Thong Yaw Hong, aged 72 and a Malaysian, holds an Honours Degree in Economics from University Malaya and Master in Development and Planning and Public Administration from Harvard University, USA. He also completed an Advanced Management Programme from Harvard Business School, USA. Tan Sri Dato' Thong has had an illustrious career in the civil service and continues to serve in the public as well as private sectors. He has held various senior positions notably as Director General of Economic Planning Unit, Secretary General to the Ministry of Finance, Director of Bank Negara, Chairman of Employees Provident Fund and Chairman of Capital Issues Committee.

Tan Sri Dato' Thong also sits on the Board of several other public-listed Companies among which as Chairman of Public Bank Berhad since 1986, Malaysia Mining Corporation Berhad, Batu Kawan Berhad, Glenealy Plantations (M) Berhad, Berjaya Land Berhad, Kuala Lumpur Kepong Berhad, Malaysia South-South Corporation Berhad, Berjaya General Insurance Berhad, Hock Hua Bank Berhad and Berjaya Sports Toto Berhad. He is also a member/trustee of various foundations and Pro Chancellor of Univeristi Putra Malaysia as well as a member of the National Economic Action Council (NEAC) Working Group.

Tan Sri Dato' Thong was appointed as Director of Malaysia Airports Holdings Berhad on 23 October, 1999. He sits on the Board of Audit Committee, Board of Remuneration Committee, Nomination Committee and Risk Management Committee. Tan Sri Dato' Thong Yaw Hong attended eleven (11) out of twelve (12) Board Meetings held during the financial year.

Tan Sri Dato' Thong Yaw Hong, berusia 72 tahun dan seorang warganegara Malaysia, merupakan graduan Sarjana Muda Sastera (Kepujian) (Ekonomi) dari Universiti Malaya dan adalah lulusan Ijazah Sarjana dalam Perancangan Pembangunan dan Pentadbiran Awam dari Harvard University, Amerika Syarikat. Beliau juga menamatkan Program Pengurusan Lanjutan dari Harvard Business School, Amerika Syarikat. Tan Sri Dato' Thong memiliki kerjaya yang cemerlang dalam perkhidmatan awam dan swasta. Beliau memegang pelbagai jawatan kanan antaranya sebagai Ketua Pengarah Unit Perancangan Ekonomi, Ketua Setiausaha Kementerian Kewangan, Pengarah Bank Negara, Pengerusi Kumpulan Wang Simpanan Pekerja dan Pengerusi Jawatankuasa Penerbitan Modal.

Tan Sri Dato' Thong Yaw Hong turut menganggotai Lembaga Pengarah beberapa Syarikat senarai awam lain antaranya sebagai Pengerusi Public Bank Berhad sejak tahun 1986, Malaysia Mining Corporation Berhad, Batu Kawan Berhad, Gleanealy Plantations (M) Berhad, Berjaya Land Berhad, Kuala Lumpur Kepong Berhad, Malaysia South-South Corporation Berhad, Berjaya General Insurance Berhad, Hock Hua Bank Berhad dan Berjaya Sports Toto Berhad. Beliau juga adalah ahli/pemegang amanah pelbagai yayasan dan Pro Canselor Universiti Putra Malaysia dan juga ahli Kumpulan kerja Majlis Tindakan Ekonomi Negara (MTEN).

Tan Sri Dato' Thong dilantik sebagai Pengarah Malaysia Airports Holdings Berhad pada 23 Oktober,1999. Beliau menganggotai Lembaga Jawatankuasa Audit, Lembaga Jawatankuasa Ganjaran, Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Pengurusan Risiko. Tan Sri Dato' Thong Yaw Hong telah menghadiri sebelas (11) daripada dua belas (12) Mesyuarat Lembaga Pengarah yang diadakan sepanjang tahun kewangan ini.

TAN SRI DATO' ZAKI BIN TUN AZMI
Non-Independent Non-Executive •
Pengarah Bukan Bebas Bukan Eksekutif

Tan Sri Dato' Zaki bin Tun Azmi, aged 57 and a Malaysian, is a lawyer by profession and received his Barrister–at-law at Lincoln's Inn, United Kingdom. He has held various positions in the civil service such as a Magistrate for the Malaysian Government Judicial and Legal Service, Legal Officer to the Attorney-General's Chambers and Senior Federal Council to the Ministry of Home Affairs before assuming his present position as partner in a reputable legal firm, Messrs. Rashid & Lee.

Currently, he also sits on the Board of Petroliam Nasional Berhad, HLG Capital Berhad, Bina Darulaman Berhad, S.P Setia Berhad, Hume Cemboard Berhad and Matsushita Electric Co.

Tan Sri Dato' Zaki was appointed as Director of Malaysia Airports Holdings Berhad on 23 October, 1999. He chairs the Board of Remuneration Committee and sits on the Board of Nomination Committee and Board of Tender Committee. Tan Sri Dato' Zaki attended ten (10) out of twelve (12) Board Meetings held during the financial year.

DATO' ADNAN BIN SHAMSUDDIN
Executive Director • *Pengarah Eksekutif*

ROSMAN BIN ABDULLAH
Executive Director • *Pengarah Eksekutif*

Tan Sri Dato' Zaki bin Tun Azmi, berusia 57 tahun dan seorang warganegara Malaysia, adalah seorang peguam dan menerima kelayakan barrister-at-law di Lincoln's Inn, United Kingdom. Beliau memegang pelbagai jawatan dalam perkhidmatan awam seperti Magistret dalam Perkhidmatan Kehakiman dan Perundangan Kerajaan Malaysia, Pegawai Undang- Undang di Jabatan Peguam Negara dan Ahli Kanan Majlis Persekutuan Kementerian Dalam Negeri sebelum menyandang jawatan beliau sekarang sebagai rakan kongsi di sebuah firma undang-undang terkemuka, Tetuan Rashid & Lee.

Beliau juga menganggotai Lembaga Pengarah Petroliam Nasional Berhad, HLG Capital Berhad, Bina Darulaman Berhad, S.P Setia Berhad, Hume Cemboard Berhad dan Matsushita Electric Co.

Tan Sri Dato' Zaki telah dilantik sebagai Pengarah Malaysia Airports Holdings Berhad pada 23 Oktober, 1999. Beliau mempengerusikan Lembaga Jawatankuasa Ganjaran dan menganggotai Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Tender. Tan Sri Dato' Zaki telah menghadiri sepuluh (10) daripada dua belas (12) Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan ini.

Dato' Adnan bin Shamsuddin, aged 55 and a Malaysian, holds an Honours Degree in Economics from University of Malaya and Masters of Arts (Economics) from University of Southern California, USA. He is a member of Regional Board and World Governing Board of Airports Council International. He has over 30 years experience in the transport and aviation industry. Formerly, he has held various positions including Deputy Director General of Department of Civil Aviation and Senior Assistance Secretary to the Ministry of Transport.

Dato' Adnan was appointed as Executive Director of Malaysia Airports Sdn. Bhd. since its corporatisation in 1992 and subsequently appointed as Executive Director of Malaysia Airports Holdings Berhad on 23 October 1999.

He sits on the Board of Risk Management Committee and Board of Planning and Development Committee. Dato' Adnan attended eleven (11) out of twelve (12) Board Meetings held during the financial year.

Dato' Adnan bin Shamsuddin, berusia 55 tahun dan seorang warganegara Malaysia, berkelulusan Sarjana Muda Sastera (Kepujian) (Ekonomi) dari Universiti Malaya dan Sarjana Sastera (Ekonomi) dari University of Southern California, Amerika Syarikat. Beliau adalah Lembaga Pengarah Serantau dan Lembaga Pengelola Lapangan Terbang Antarabangsa. Beliau mempunyai pengalaman lebih 30 tahun dalam industri penerbangan dan pengangkutan. Sebelum ini, beliau pernah memegang pelbagai jawatan termasuk Timbalan Ketua Pengarah Jabatan Penerbangan Awam dan Penolong Setiausaha Kanan untuk Kementerian Pengangkutan.

Dato' Adnan telah dilantik sebagai Pengarah Eksekutif Malaysia Airports Sdn. Bhd. semenjak pengkorporatan syarikat pada tahun 1992 dan seterusnya dilantik sebagai Pengarah Eksekutif Malaysia Airports Holdings Berhad pada 23 Oktober, 1999. Beliau menganggotai Lembaga Jawatankuasa Pengurusan Risiko dan Lembaga Jawatankuasa Pembangunan dan Perancangan. Dato' Adnan telah menghadiri sebelas (11) daripada dua belas (12) Mesyuarat Lembaga Pengarah yang diadakan sepanjang tahun kewangan ini.

Encik Rosman bin Abdullah, aged 36 and a Malaysian, holds a Bachelor of Commerce Degree from the Australian National University. He is a member of the Malaysian Institute of Chartered Accountants and the Australia Society of Certified Practicing Accountants. He has attended the Advanced Management Programme at the Oxford University. He has held managerial positions at Messrs. Hanafiah, Raslan & Mohammad and thereafter Messrs. Arthur Andersen & Co. before joining the Group in 1997.

Encik Rosman was appointed as Executive Director of Malaysia Airports Holdings Berhad on 23 October 1999. He sits on the Board of Finance & Investment Committee, Board of Risk Management Committee and Board of Planning and Development Committee. Encik Rosman attended twelve (12) Board Meetings held during the financial year.

Encik Rosman bin Abdullah, berusia 36 tahun dan seorang warganegara Malaysia, berkelulusan Sarjana Muda Perdagangan dari Australian National University. Beliau adalah ahli Institut Akauntan Bertauliah Malaysia dan Australia Society of Certified Practicing Accountants. Beliau telah menghadiri Program Pengurusan Lanjutan di Oxford University. Beliau pernah memegang jawatan pengurusan di Tetuan Hanafiah, Raslan & Mohammad dan kemudiannya Tetuan Arthur Andersen & Co, sebelum menyertai Kumpulan pada tahun 1997.

Encik Rosman telah dilantik sebagai Pengarah Eksekutif Malaysia Airports Holdings Berhad pada 23 Oktober 1999. Beliau menganggotai Lembaga Jawatankuasa Kewangan dan Pelaburan, Lembaga Jawatankuasa Pengurusan Risiko dan Lembaga Jawatankuasa Perancangan dan Pembangunan. Encik Rosman telah menghadiri dua belas (12) Mesyuarat Lembaga Pengarah yang diadakan sepanjang tahun kewangan ini.

DATUK MOHAMED ADNAN BIN ALI
Independent and Non-Executive Director •
Pengarah Bebas dan Bukan Eksekutif

Datuk Mohamed Adnan bin Ali, aged 60 and a Malaysian, is an accountant by profession. He was appointed as Independent Director of Malaysia Airports Holdings Berhad on 11 June 2001.

He is a fellow member of the Chartered Management Accountant. He started his career as an Accountant since 1972 in many government bodies including Ministry of Trade and Industry, Ministry of Health, Ministry of Education and Economic Planning Unit and elevated as Accountant General from 1994 to 2000. He also sits on the Board of other public-listed Companies such as Bintulu Port Holdings Berhad, Phileo Allied Berhad and Kumpulan Guthrie Berhad.

He chairs the Board of Audit Committee and sits on the Board of Remuneration Committee, Board of Nomination Committee, Board of Finance & Investment Committee and Board of Risk Management Committee. Datuk Mohamed Adnan attended eleven (11) out of twelve (12) Board Meetings held during the financial year.

Datuk Mohamed Adnan bin Ali, berusia 60 tahun dan seorang warganegara Malaysia, adalah seorang akauntan. Beliau telah dilantik sebagai Pengarah Bebas Malaysia Airports Holdings Berhad pada 11 Jun, 2001.

Beliau merupakan ahli fellow Akauntan Pengurusan Bertauliah. Beliau memulakan kerjaya sebagai Akauntan semenjak tahun 1972 di beberapa badan kerajaan termasuk Kementerian Perdagangan dan Industri, Kementerian Kesihatan, Kementerian Pendidikan dan Unit Perancangan Ekonomi dan dilantik sebagai Akauntan Negara dari tahun 1994 hingga 2000. Beliau turut menganggotai Lembaga Pengarah beberapa Syarikat senarai awam lain seperti Bintulu Port Holdings Berhad, Phileo Allied Berhad dan Kumpulan Guthrie Berhad.

Beliau mempengerusi Lembaga Jawatankuasa Audit dan menganggotai Lembaga Jawatankuasa Ganjaran, Lembaga Jawatankuasa Pencalonan, Lembaga Jawatankuasa Kewangan dan Pelaburan dan Lembaga Jawatankuasa Pengurusan Risiko. Datuk Mohamed Adnan telah menghadiri sebelas (11) daripada dua belas (12) Mesyuarat Lembaga yang diadakan sepanjang tahun Kewangan ini.

ESHAH BINTI MEOR SULEIMAN
Alternate Director to Dato' Izzuddin bin Dali •
Pengarah Silih Ganti kepada Dato' Izzuddin bin Dali

Puan Eshah binti Meor Suleiman, aged 48 and a Malaysian, is currently the Principal Assistant Secretary to the Ministry of Finance. She was appointed as an Alternate Director to Dato' Izzuddin bin Dali on 17 April, 2000.

She holds a Bachelor of Economics (Hons.) Degree from University Malaya and later obtained a Master in Business Administration (Finance) from Oklahoma City University, USA. Eshah has held various positions in Economic Planning Unit and Ministry of Finance before assuming her current position in 1995.

Puan Eshah also sits on the board of Pelabuhan Tanjung Pelepas Sdn Bhd and Malaysia Airports (Sepang) Sdn Bhd, a wholly-owned subsidiary of MAHB.

Puan Eshah binti Meor Suleiman, berusia 48 tahun dan seorang warganegara Malaysia, kini merupakan Ketua Penolong Setiausaha Kementerian Kewangan. Beliau dilantik sebagai Pengarah Silih Ganti kepada Dato' Izzuddin bin Dali pada 17 April 2000.

Beliau berkelulusan Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya dan seterusnya memperolehi Sarjana Pentadbiran Perniagaan (Kewangan) dari Oklahoma City University, Amerika Syarikat. Puan Eshah pernah memegang pelbagai jawatan di Unit Perancang Ekonomi dan Kementerian Kewangan sebelum menyandang jawatan beliau sekarang mulai tahun 1995.

Puan Eshah turut menganggotai lembaga pengarah Pelabuhan Tanjung Pelepas Sdn Bhd dan Malaysia Airports (Sepang) Sdn Bhd, syarikat subsidiari milik penuh MAHB.

MUHAMMAD BIN ARSHAD (LS 006975)
Joint Company Secretary •
Setiausaha Syarikat Bersama

Encik Muhammad bin Arshad, aged 55 and a Malaysian is the Joint Company Secretary of MAHB. He holds a Bachelor of Commerce & Administration Degree from Victoria University, Wellington, New Zealand.

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

Encik Muhamad is also the Chief Executive Officer of Asia Pacific Auction Centre Sdn Bhd, a wholly-owned subsidiary of MAHB.

Encik Muhammad bin Arshad, berusia 55 tahun dan seorang warganegara Malaysia adalah Setiausaha Syarikat Bersama MAHB. Beliau memiliki Ijazah Sarjana Muda Perdagangan dan Pentadbiran dari Victoria University, Wellington, New Zealand.

Sebelum menyertai Kumpulan, Encik Muhammad menumpukan sebahagian besar kerjayanya dengan Cold Storage (Malaysia) Berhad dan memegang beberapa jawatan penting sepanjang perkhidmatannya. Beliau membawa bersama pengalaman pentadbiran dan kesetiausahaan selama 15 tahun ke dalam Kumpulan ini.

Encik Muhammad juga menyandang jawatan Ketua Pegawai Eksekutif di Asia Pacific Centre Auction Sdn Bhd, syarikat subsidiari milik penuh MAHB.

MORIAMI BINTI MOHD (MAICSA 7031470)
Joint Company Secretary •
Setiausaha Syarikat Bersama

Cik Moriami binti Mohd, aged 30 and a Malaysian, is currently the Joint Company Secretary of MAHB. She is an Associate member of the Institute of Chartered Secretaries and Administrators. She was previously working with Securities Services (Holdings) Sdn Bhd before joining the Group in 2000.

Cik Moriami is also the Secretary for the Board of Remuneration Committee and Board of Nomination Committee.

Cik Moriami binti Mohd, berusia 30 tahun dan seorang waganegara Malaysia, kini merupakan Setiausaha Syarikat Bersama MAHB. Beliau adalah ahli bersekutu Institute of Chartered Secretaries and Administrators. Beliau pernah bekerja dengan Securities Services (Holdings) Sdn Bhd sebelum menyertai Kumpulan ini pada tahun 2000.

Cik Moriami juga merupakan Setiausaha Lembaga Jawatankuasa Ganjaran dan Lembaga Jawatankuasa Pencalonan.

None of the Directors has any family relationship with any Director and/or major shareholder nor conflict of interest with Malaysia Airports Holdings Berhad.

None of the Directors has ever been convicted for any offences (other than traffic offences, if any).

Tiada seorangpun daripada para Pengarah yang mempunyai hubungan kekeluargaan dengan mana-mana Pengarah dan/atau pemegang saham utama atau konflik kepentingan dengan Malaysia Airports Holdings Berhad.

Tiada seorangpun daripada para Pengarah yang pernah disabitkan dengan sebarang kesalahan (selain daripada kesalahan lalulintas, jika ada).

Statement on Corporate Governance

The Board of Directors of Malaysia Airports Holdings Berhad ("MAHB") fully appreciates the importance of adopting high standards of corporate governance within the Group. As such, the Board is fully committed to maintain high standards of corporate governance by supporting and implementing the principles and best practices of corporate governance as set out in the Malaysian Code on Corporate Governance ("the Code").

DIRECTORS

The Board

The Group recognizes the important role played by the Board of Directors in the stewardship of its direction and operations and ultimately the enhancement of long-term shareholders' value. To fulfill this role, the Board is responsible for the overall corporate governance of the Group including its strategic direction and development as well as establishing goals for management and monitoring the achievement of these goals.

Meetings and Attendance

The Board meets once a month, with additional meetings convened as necessary. There were twelve (12) Board Meetings held during the financial year ended 31 December 2002:-

The attendance history of each director is as follows:-

Directors	Meetings Attended
Tan Sri Dato' Haji Basir bin Ismail Chairman, Independent Non-Executive Director	12/12
Dato' Izzuddin bin Dali Non-Independent Non-Executive Director	10/12
Dato' Zaharaah binti Shaari Non-Independent Non-Executive Director	9/12
Tan Sri Dato' Thong Yaw Hong Independent Non-Executive Director	11/12
Tan Sri Dato' Zaki bin Tun Azmi Non-Independent Non-Executive Director	10/12
Datuk Mohamed Adnan bin Ali Independent Non-Executive Director	11/12
Dato' Adnan bin Shamsuddin Executive Director	11/12
Rosman bin Abdullah Executive Director	12/12

Supply of Information

Key matters such as the approval of business plan, budgets, major capital expenditures, assets' acquisition and disposal, approval of annual and interim results are reserved for the Board.

The Board receives the documents on matters requiring consideration prior to each meeting. The Board papers are comprehensive and encompass both quantitative and qualitative factors to enable informed decision to be made. In each of its regularly scheduled meetings, the Board also reviews the monthly operational and financial performance of the Group.

All directors have unrestricted access to any information pertaining to the Group. The directors have access to the advice and services of Senior Management and the Group Secretaries in carrying out their duties.

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

Board Committees

The Board of Directors established the following committees to support the execution of its responsibilities:-

Board Committees	Key Functions
Audit Committee ("BAC")	Explained on pages 42 to 43 of this annual report
Remuneration Committee ("RC")	Explained on page 28 of this annual report
Nomination Committee ("NC")	Explained on page 28 of this annual report
Finance & Investment Committee ("F&IC")	Review and monitor the financial performance of the Group and monitor the investment policy and portfolio of the Group
Risk Management Committee ("RMC")	Oversee the overall risk management strategy of the Group
Planning and Development Committee ("P&DC")	Oversee the planning and development aspects of the Group's domestic and international projects and ventures
Tender Committee ("TC")	To approve tender amount of up to RM5.0 million

All committees have written terms of reference and the Board receives report of their proceedings and deliberations. The Chairmen of various committees will report the outcome of the committee meetings and such reports are incorporated in the minutes of the full Board meeting. These committees are formed in order to enhance business and operational efficiency as well as efficacy. Prior to the establishment of these committees, their functions were assumed by the Board as a whole.

The memberships of each of the committees are summarized as follows:-

Directors	BAC	RC	NC	F&IC	RMC	P&DC	TC
Tan Sri Dato' Haji Basir bin Ismail				C		C	
Dato' Izzuddin bin Dali		M	C	M			C
Dato' Zaharaah binti Shaari	M				C	M	M
Tan Sri Dato' Thong Yaw Hong	M	M	M		M		
Tan Sri Dato' Zaki bin Tun Azmi		C	M				M
Datuk Mohamed Adnan bin Ali	C	M	M	M	M		
Dato' Adnan bin Shamsuddin					M	M	
Rosman bin Abdullah				M	M	M	

Note: C : Chairman
M : Member

Board Balance

The Board consists of eight members comprising three (3) independent non-executive directors (including the Chairman), three (3) other non-executive directors and two (2) executive directors. A brief profile of each director is presented on pages 20 to 25 of this Annual Report.

The directors collectively, with their different background and specializations, bring with them a diverse wealth of experience and expertise in areas such as legal, business, finance, regulatory and operations which is vital for the strategic success of the Group.

Although the company has not had a Managing Director since year 2001, the executive directors are responsible for implementing the policies and decisions of the Board, overseeing the operations as well as coordinating the development and implementation of business and corporate strategies. The Chairman is responsible for ensuring the effectiveness of Board policies and conduct.

The Independent Directors constitute one-third (1/3) of the Board which satisfy the requirement of the Kuala Lumpur Stock Exchange. The Board is satisfied that the independent directors represent the interest of public shareholders. Y. Bhg. Tan Sri Dato' Thong Yaw Hong is the independent non-executive director to whom concerns may be conveyed in such cases where it is deemed inappropriate for the said concerns to be dealt with by the Chairman.

Board's Overall Size and Structure

The Board believes that its current size and structure satisfy the requirement to fairly reflect the investment of the shareholders and it enables the Board to provide clear and effective leadership to the Group.

Ensuring the Board's Continuous Effectiveness

Structure to Evaluate the Board's Effectiveness

The Board of Nomination Committee was established with effect on 30 August, 2001. The Committee's membership comprise exclusively of non-executive directors. Present membership of the committee is shown on page 27 of this Statement.

The Nomination Committee is empowered by the Board and its terms of reference to bring to the Board recommendations as to the new appointments of new directors. The Nomination Committee is also authorized to assess the effectiveness of the Board and the contribution of each director on an annual basis. The committee also reviews the required mix of skill and experience and other qualities, including core competencies which the directors should possess.

Directors' Training

All the directors have attended and successfully completed the Mandatory Accreditation Programme conducted by the Research Institute of Investment Analysts Malaysia, an affiliate of the Kuala Lumpur Stock Exchange. The Board will continue to undergo relevant training programmes to further enhance their skills and knowledge, where relevant.

Re-election of Directors

In accordance with the Articles of Association of the company, all directors are subject to the election by the shareholders at their first opportunity after their appointment and are subject to re-election at least once every three (3) years.

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

Remuneration Procedure

The Board of Remuneration Committee was established on 30 August 2001. The committee's membership shall comprise wholly or mainly non-executive directors. Present membership of the committee is shown on page 27 of this Statement.

The committee is authorized to review, assess and recommend to the Board of Directors the remuneration packages of the executive directors in all forms, with other independent professional advice as necessary. The component parts of the remuneration are structured so as to link rewards to corporate and individual performance.

The non-executive directors' remuneration comprises fees and allowances. Determination of the said remuneration is balanced with their expected roles and responsibilities including any additional work and contribution required.

Remuneration Package

The remuneration package of Directors is as follows:-

a) *Fees*

Fees payable to each non-executive director are determined by the Board after considering comparable organizations and the level of responsibilities undertaken by the directors.

b) *Basic Salary*

The basic salary of each executive directors is recommended by the Board of Remuneration Committee taking into account the performance of the individual. Salaries are reviewed annually.

c) *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.

d) *Benefits in kind*

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

e) *Retirement benefits*

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

f) *Directors' Shareholdings*

The movement in directors' shareholdings during the financial year ended 31 December 2002 is set out on page 106 of the Directors' Report and Financial Statements.

The details of the total remuneration during the financial year disclosed by category of directors are as follows:-

	Salary, Bonus and Other emoluments (RM)	Fees & Allowance (RM)	Benefits in kind (RM)	Total (RM)
Executive Directors	764,271	–	171,681	935,952
Non-Executive Directors	360,000	167,300	–	527,300

The Board opts not to disclose the remuneration of individual directors as suggested by the Best Practice of the Code. The Board believes that this information will not add significantly to the understanding and evaluation of the Group's governance.

SHAREHOLDERS

Dialogue with Investors

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. Briefings for fund managers, institutional investors and investment analysts are held after the quarterly financial results are released to the Kuala Lumpur Stock Exchange. Press Conferences are also held to brief members of the media on key events of the Group.

Other key investors relation initiatives were regular meetings with equity research analysts and fund managers of institutional investment funds, participation in road shows and investors conferences and forums, both domestically and internationally.

Annual General Meeting

The Company has been using the Annual General Meeting ("AGM") as the principal forum for dialogue with shareholders. Notice of the AGM and annual reports are sent out to shareholders at least 21 days before the date of the meeting. The shareholders are encouraged to raise questions both about the resolutions being proposed or about the Group's operations in general. Members of the Board as well as the Auditors of the Company are present to answer questions raised at the Meeting.

ACCOUNTABILITY & AUDIT

Financial Reporting

The directors aim to provide and present a balanced and meaningful assessment of the Group's financial performance and prospects primarily through the annual financial statements, quarterly and half yearly announcements of results to shareholders.

The Board is assisted by the Audit Committee in scrutinizing information for disclosure to ensure accuracy and adequacy as well as the overall quality of its financial reporting.

Statement of Directors' Responsibility in Relation to the Financial Statements

In the preparation of the financial statements as set out on pages 104 to 157 of this annual report, the Directors are of the opinion that:-

- The Group has used appropriate accounting policies which have been consistently applied
- Reasonable and prudent judgment and estimates are made
- All applicable approved accounting standards in Malaysia have been followed

The directors are responsible for ensuring the Company maintains accounting records that disclose with reasonable accuracy the financial position of the Group and the company and that the said financial statements comply with the Companies Act, 1965.

The Statement by the Directors pursuant to Section 169 of the Companies Act, 1965 is set out on page 108 of this annual report.

Internal Control

The Statement of Internal Control furnished on pages 34 to 35 of the annual report provides an overview of the state of internal controls within the Group.

Relationship with the Auditors

An appropriate relationship with the Group's auditors is maintained through the Board of Audit Committee ("BAC"). The role, authority and responsibilities of the BAC are presented in the BAC's report set out on pages 38 and 39 of this annual report.

The Group has always maintained a close and transparent relationship with its auditors in seeking professional advice and ensuring compliance with the relevant accounting standards.

This statement is made in accordance with a resolution of the Board of Directors' dated 27 March 2003.

Penyata Tadbir Urus Korporat

Lembaga Pengarah Malaysia Airports Holdings Berhad ("MAHB") mengakui sepenuhnya kepentingan untuk menerimapakai piawaian tadbir urus korporat pada tahap yang tinggi di dalam Kumpulan. Oleh itu, Lembaga Pengarah komited sepenuhnya dalam mengekalkan piawaian tadbir urus korporat pada tahap yang tinggi dengan menyokong dan melaksanakan prinsip-prinsip dan amalan tadbir urus korporat terbaik sebagaimana yang dibentangkan di dalam Kod Malaysia berhubung Tadbir Urus Korporat ("Kod").

PARA PENGARAH

Lembaga Pengarah

Kumpulan mengiktiraf kepentingan peranan yang dimainkan oleh Lembaga Pengarah di dalam memimpin hala tuju dan operasi dan akhirnya peningkatan nilai jangka panjang pemegang saham. Untuk memenuhi peranan ini, Lembaga Pengarah bertanggungjawab ke atas keseluruhan tadbir urus korporat Kumpulan termasuk hala tuju dan pembangunan strategiknya serta menetapkan matlamat untuk pengurusan dan memantau pencapaian matlamat-matlamat tersebut.

Mesyuarat dan Kehadiran

Lembaga Pengarah bermesyuarat setiap bulan, dengan mesyuarat tambahan diadakan apabila perlu. Dua belas (12) Mesyuarat Lembaga Pengarah telah diadakan pada tahun kewangan berakhir 31 Disember 2002.

Rekod kehadiran bagi setiap pengarah adalah seperti berikut:-

Pengarah	***Mesyuarat yang Dihadiri***
Tan Sri Dato' Haji Basir bin Ismail *Pengerusi, Pengarah Bebas Bukan Eksekutif*	*12/12*
Dato' Izzuddin bin Dali *Pengarah Bukan Bebas Bukan Eksekutif*	*10/12*
Dato' Zaharaah binti Shaari *Pengarah Bukan Bebas Bukan Eksekutif*	*9/12*
Tan Sri Dato' Thong Yaw Hong *Pengarah Bebas Bukan Eksekutif*	*11/12*
Tan Sri Dato' Zaki bin Tun Azmi *Pengarah Bukan Bebas Bukan Eksekutif*	*10/12*
Datuk Mohamed Adnan bin Ali *Pengarah Bebas Bukan Eksekutif*	*11/12*
Dato' Adnan bin Shamsuddin *Pengarah Eksekutif*	*11/12*
Rosman bin Abdullah *Pengarah Eksekutif*	*12/12*

Bekalan Maklumat

Perkara-perkara penting seperti kelulusan rancangan perniagaan, belanjawan, perbelanjaan modal utama, pengambilalihan dan pelupusan aset, kelulusan keputusan tahunan dan interim adalah perkara yang khusus untuk diputuskan oleh Lembaga Pengarah.

Lembaga Pengarah menerima dokumen-dokumen berhubung perkara-perkara yang memerlukan pertimbangan sebelum setiap mesyuarat. Kertas Lembaga Pengarah adalah menyeluruh dan meliputi kedua-dua faktor kuantitatif dan kualitatif bagi membolehkan keputusan berdasarkan maklumat dibuat. Dalam setiap mesyuaratnya yang dijadualkan, Lembaga Pengarah juga mengkaji prestasi operasi dan kewangan bulanan Kumpulan.

Semua pengarah mempunyai akses yang tidak terhalang kepada sebarang maklumat berhubung Kumpulan. Para Pengarah mempunyai akses kepada nasihat dan perkhidmatan Pengurusan Kanan dan Setiausaha Syarikat Kumpulan di dalam menjalankan tugas mereka.

Para pengarah boleh mendapatkan nasihat profesional bebas di dalam menjalankan tugas mereka, atas perbelanjaan Syarikat.

Jawatankuasa Pengarah

Lembaga Pengarah mewujudkan jawatankuasa-jawatankuasa berikut untuk menyokong pelaksanaan tanggungjawabnya:-

Lembaga Jawatankuasa	***Fungsi Utama***
Lembaga Jawatankuasa Audit (“BAC”)	*Diterangkan di mukasurat 44 hingga 45 dalam laporan tahunan ini*
Lembaga Jawatankuasa Ganjaran (“RC”)	*Diterangkan di mukasurat 32 dalam laporan tahunan ini*
Lembaga Jawatankuasa Pencalonan (“NC”)	*Diterangkan di mukasurat 31 dalam laporan tahunan ini*
Lembaga Jawatankuasa Kewangan dan Pelaburan (“F&IC”)	*Mengkaji dan memantau prestasi kewangan Kumpulan dan memantau dasar pelaburan dan portfolio Kumpulan*
Lembaga Jawatankuasa Pengurusan Risiko (“RMS”)	*Mengawasi keseluruhan strategi pengurusan risiko Kumpulan*
Lembaga Jawatankuasa Perancangan dan Pembangunan (“P&DC”)	*Mengawasi aspek perancangan dan pembangunan bagi projek-projek dan penglibatan Kumpulan di dalam negeri dan di peringkat antarabangsa*
Lembaga Jawatankuasa Tender (“TC”)	*Bagi meluluskan tender sehingga RM5.0 juta*

Semua jawatankuasa mempunyai bidang kuasa bertulis dan Lembaga Pengarah menerima laporan prosiding dan perbincangan mereka. Pengerusi jawatankuasa-jawatankuasa tersebut akan melaporkan keputusan mesyuarat jawatankuasa dan laporan-laporan tersebut disertakan di dalam minit mesyuarat Lembaga penuh. Jawatankuasa-jawatankuasa ini dibentuk untuk mempertingkatkan kecekapan perniagaan dan operasi dengan lebih berkesan. Sebelum penubuhan jawatankuasa-jawatankuasa ini, fungsi mereka dilaksanakan secara keseluruhannya oleh Lembaga Pengarah.

Keahlian bagi setiap jawatankuasa tersebut diringkaskan seperti di bawah:-

Walaupun Syarikat tidak mempunyai Pengarah Urusan sejak tahun 2001, para pengarah eksekutif bertanggungjawab melaksanakan dasar dan keputusan Lembaga Pengarah, mengawasi operasi serta menyelaraskan pembangunan dan melaksanakan strategi perniagaan dan koporat. Pengerusi bertanggungjawab untuk mempastikan keberkesanan dasar-dasar dan tatalaku Lembaga Pengarah.

Pengarah Bebas merangkumi satu per tiga (1/3) daripada Lembaga iaitu memenuhi keperluan Bursa Saham Kuala Lumpur. Lembaga berpuas hati bahawa para pengarah bebas sediada dapat mewakili kepentingan para

Pengarah	***BAC***	***RC***	***NC***	***F&IC***	***RMC***	***P&DC***	***TC***
Tan Sri Dato’ Haji Basir bin Ismail				*C*		*C*	
Dato’ Izzuddin bin Dali		*M*	*C*	*M*			*C*
Dato’ Zaharaah binti Shaari	*M*				*C*	*M*	*M*
Tan Sri Dato’ Thong Yaw Hong	*M*	*M*	*M*		*M*		
Tan Sri Dato’ Zaki bin Tun Azmi		*C*	*M*				*M*
Datuk Mohamed Adnan bin Ali	*C*	*M*	*M*	*M*	*M*		
Dato’ Adnan bin Shamsuddin					*M*	*M*	
Rosman bin Abdullah				*M*	*M*	*M*	

Nota: C : Pengerusi
M : Ahli

Keseimbangan Lembaga Pengarah

Lembaga Pengarah terdiri daripada lapan orang ahli, tiga (3) orang adalah pengarah bebas bukan eksekutif (termasuk Pengerusi), tiga (3) orang yang lain adalah pengarah bukan eksekutif dan dua (2) pengarah eksekutif. Profil ringkas setiap pengarah dibentangkan di mukasurat 20 hingga 25 di dalam laporan tahunan ini.

Dengan latarbelakang dan pengkhususan yang berpelbagai, para pengarah secara kolektif membawa bersama mereka pengalaman serta kepakaran yang luas dalam bidang-bidang seperti guaman, perniagaan, kewangan, penguatkuasaan dan operasi yang amat penting untuk pencapaian kejayaan strategik Kumpulan.

pemegang saham awam. Y. Bhg. Tan Sri Dato’ Thong Yaw Hong, merupakan pengarah bebas bukan eksekutif yang diamanahkan untuk menangani sesuatu perkara yang disampaikan di mana perkara tersebut dianggap tidak wajar untuk ditangani oleh Pengerusi.

Saiz dan Struktur Keseluruhan Lembaga Pengarah

Lembaga Pengarah percaya bahawa saiz dan strukturnya pada masa ini memenuhi keperluan untuk menggambarkan dengan saksama pelaburan para pemegang saham dan ini membolehkan Lembaga Pengarah memberikan kepimpinan yang jelas dan berkesan kepada Kumpulan.

Memastikan Keberkesanan Berterusan Lembaga Pengarah

Struktur untuk Menilai Keberkesanan Lembaga Pengarah

Lembaga Jawatankuasa Pencalonan telah ditubuhkan berkuatkuasa pada 30 Ogos 2001. Keahlian Jawatankuasa tersebut secara eksklusif terdiri daripada para pengarah bukan eksekutif. Keahlian jawatankuasa pada masa ini ditunjukkan di mukasurat 30 dalam Penyata ini.

Lembaga Jawatankuasa Pencalonan diberi kuasa oleh Lembaga Pengarah untuk mengesyorkan kepada Lembaga Pengarah pencalonan para pengarah baru. Jawatankuasa Pencalonan juga diberi kuasa untuk menilai keberkesanan Lembaga Pengarah dan sumbangan setiap pengarah setiap tahun. Jawatankuasa juga mengkaji campuran kepakaran dan pengalaman serta kualiti-kualiti lain yang diperlukan, termasuk kecekapan utama yang sepatutnya dimiliki oleh para pengarah.

Latihan Pengarah

Semua pengarah sudah menghadiri dan berjaya menamatkan Program Akreditasi Mandatori yang dijalankan oleh Institut Penyelidikan Penganalisis Pelaburan Malaysia, sebuah badan bersekutu Bursa Saham Kuala Lumpur. Lembaga Pengarah akan terus mengikuti program latihan yang berkaitan untuk terus mempertingkatkan kepakaran dan pengetahuan mereka, di mana perlu.

Perlantikan Semula Pengarah

Menurut Tataurusan Pertubuhan Syarikat, semua pengarah tertakluk kepada perlantikan semula oleh para pemegang saham pada Mesyuarat Agung pertama selepas pelantikan dan tertakluk kepada perlantikan semula sekurang-kurangnya sekali setiap tiga (3) tahun.

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

GANJARAN PENGARAH

Prosedur Ganjaran

Lembaga Jawatankuasa Ganjaran telah ditubuhkan pada 30 Ogos 2001. Keahlian jawatankuasa hendaklah meliputi keseluruhan atau sebahagian besar daripada pengarah bukan eksekutif. Keahlian jawatankuasa pada masa ini ditunjukkan di mukasurat 31 dalam Penyata ini.

Jawatankuasa diberi kuasa untuk mengkaji, menilai dan mengesyor kepada Lembaga Pengarah pakej ganjaran pengarah-pengarah eksekutif di dalam semua bentuk, dengan nasihat profesional bebas lain jika perlu. Komponen-komponen ganjaran disusun untuk mengaitkan ganjaran dengan prestasi korporat dan individu.

Ganjaran para pengarah bukan eksekutif terdiri daripada yuran dan elaun. Ketentuan ganjaran tersebut diimbangi dengan peranan dan tanggungjawab yang diharapkan daripada mereka termasuk sebarang kerja dan sumbangan tambahan yang diperlukan.

Pakej Ganjaran

Pakej ganjaran para Pengarah adalah seperti berikut:-

(a) 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.

(b) Gaji Pokok

Gaji Pokok bagi setiap pengarah eksekuitf disyorkan oleh Lembaga Jawatankuasa Ganjaran, dengan mengambilkira prestasi setiap individu. Gaji pokok dikaji setiap tahun.

(c) 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 pengarah eksekutif setelah dikaji oleh Lembaga Jawatankausa Ganjaran dan diluluskan oleh Lembaga Pengarah

(d) Manfaat Seumpamanya

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

(e) Pengaturan Pencen

Bagi para pengarah eksekutif, caruman dibuat kepada Kumpulan Wang Simpanan Pekerja, sebuah skim caruman mandatori kebangsaan.

(f) *Pegangan Saham Pengarah*

Perubahan dalam pegangan saham para Pengarah pada tahun kewangan berakhir 31 Disember 2002 dibentangkan di mukasurat 160 dalam Laporan Pengarah dan Penyata Kewangan.

mengenai prestasi dan prospek kewangan Kumpulan terutamanya melalui penyata kewangan tahunan, pengumuman keputusan suku tahunan dan setengah tahun kepada para pemegang saham.

Lembaga Pengarah dibantu oleh Lembaga Jawatankuasa Audit untuk meneliti maklumat penzahiran

	Gaji, Bonus dan Ganjaran lain (RM)	**Yuran & Elaun (RM)**	**Manfaat Seumpamanya (RM)**	**Jumlah (RM)**
Pengarah Eksekutif	*764,271*	*–*	*171,681*	*935,952*
Pengarah Bukan Eksekutif	*360,000*	*167,300*	*–*	*527,300*

Lembaga Pengarah memilih untuk tidak mendedahkan ganjaran untuk pengarah individu seperti yang dicadangkan oleh Amalan Terbaik Kod. Pada masa ini, Lembaga Pengarah yakin bahawa maklumat ini tidak akan memberi kesan terhadap pemahaman dan penilaian pentadbiran Kumpulan.

PEMEGANG SAHAM

Dialog dengan Pelabur

Lembaga Pengarah mengakui bahawa pemegang saham perlu dimaklumkan tentang semua urusan penting yang memberi kesan kepada Syarikat. Di samping pelbagai pengumuman yang dibuat pada tahun ini, pengeluaran keputusan kewangan setiap tiga bulan yang menepati masa menyediakan gambaran menyeluruh kepada para pemegang saham mengenai operasi dan prestasi Kumpulan. Taklimat untuk pengurus dana, pelabur institusi dan penganalisis pelaburan diadakan selepas keputusan kewangan suku tahunan dikeluarkan kepada Bursa Saham Kuala Lumpur. Sidang Akhbar juga diadakan bagi memberi taklimat kepada pihak media mengenai peristiwa penting dalam Kumpulan.

Inisiatif perhubungan pelabur utama yang lain adalah mesyuarat yang diadakan secara kerap dengan penganalisis penyelidikan ekuiti dan pengurus dana pelaburan institusi, menyertai pameran penerangan dan persidangan serta forum pelabur, di dalam dan juga di luar negeri.

Mesyuarat Agung Tahunan

Syarikat telah menggunakan Mesyuarat Agung Tahunan ("AGM") sebagai forum utama untuk berdialog dengan para pemegang saham. Notis Mesyuarat Agung Tahunan dan laporan tahunan dihantar kepada para pemegang saham sekurang-kurangnya 21 hari sebelum tarikh mesyuarat. Pemegang saham digalakkan mengemukakan soalan sama ada mengenai resolusi yang dicadangkan atau mengenai operasi umum Kumpulan. Ahli Lembaga Pengarah serta Juruaudit Syarikat hadir untuk menjawab soalan yang dikemukakan semasa Mesyuarat tersebut.

AKAUNTABILITI & AUDIT

Laporan Kewangan

Para pengarah bertekad untuk menyedia dan membentangkan penilaian yang seimbang dan bermakna

bagi memastikan ketepatan dan kecukupan serta kualiti keseluruhan laporan kewangan tersebut.

Penyata Tanggungjawab Pengarah Berhubung dengan Penyata Kewangan

Dalam menyediakan penyata kewangan yang dibentangkan di mukasurat 158 hingga 212 laporan tahunan ini, para Pengarah berpendapat bahawa:-

- *Kumpulan telah menggunakan dasar-dasar perakaunan sesuai yang telah diterima pakai secara seragam*
- *Membuat pertimbangan dan anggaran yang berpatutan dan berhemat.*
- *Semua piawaian perakaunan diluluskan yang sesuai di Malaysia telah dipatuhi*

Para Pengarah bertanggungjawab untuk mempastikan Syarikat mengekalkan rekod-rekod perakaunan yang menyatakan dengan ketepatan yang munasabah mengenai kedudukan kewangan Kumpulan dan Syarikat dan bahawa penyata kewangan tersebut mematuhi Akta Syarikat, 1965.

Penyata Para Pengarah menurut Seksyen 169 Akta Syarikat, 1965 dibentangkan di muka surat 162 laporan tahunan ini Kawalan Dalaman.

Kawalan Dalaman

Penyata Kawalan Dalaman yang dibentangkan di muka surat 36 hingga 37 laporan tahunan ini memberikan tinjauan menyeluruh berhubung kedudukan kawalan dalaman Kumpulan.

Perhubungan dengan Juruaudit

Kumpulan mengekalkan perhubungan yang sesuai dengan juruaudit melalui Lembaga Jawatankuasa Audit ("LJA"). Peranan, bidang kuasa dan tanggungjawab LJA dinyatakan di dalam laporan BAC yang dibentangkan di mukasurat 40 hingga 41 laporan tahunan ini.

Kumpulan sentiasa mengekalkan hubungan yang erat dan telus dengan juruauditnya untuk mendapatkan nasihat profesional dan mempastikan pematuhan dengan piawaian perakaunan yang berkaitan.

Penyata ini dibuat menurut sebuah resolusi Lembaga Pengarah bertarikh 27 Mac 2003.

Statement on Internal Control

Board's Responsibility

The MAHB Board of Directors is responsible for establishing and maintaining the internal control system of the Group in order to safeguard the shareholders' investment and the Group's assets. This responsibility includes reviewing its adequacy and integrity on a regular basis to ensure its effectiveness. The internal control system covers financial and operational controls, compliance and risk management involving all its business units including management and the Board.

The Board recognizes the importance of a sound system of internal control and risk management practices to "Best Practices in Corporate Governance" and "Statement on Internal Control Guidance for Directors of Public Listed Companies". The Board acknowledges that risks cannot be completely eliminated. As such internal controls can only provide reasonable and not absolute assurance against risks in pursuit of its business objective.

Control Environment

The Board is committed to ensure that a proper control environment is maintained throughout the Group. This is achieved through a clearly defined operating structure with clear lines of responsibility and delegated authority. The revised Financial Limits of Authority (FLOA) approved by the Board in 2001 is an authority framework that provides proper executive instruments of delegation and clear guidelines and procedures for executing such decisions. The FLOA covers areas of procurement, tender exercise and variation order, fixed assets, stock, personnel matters, finance and accounts, petty cash, insurance, investment and business ventures, lease of space, banking facilities and advances to subsidiaries, authorized bank signatories and corporate, board and legal matters.

In further supporting the FLOA on procurement, detailed policies and procedures have been established and distributed to all subsidiaries in the Group. Additionally two committees are in place namely Main Procurement Committee and Board of Tender Committee to ensure effectiveness of the procurement system. Major projects are subject to Board's review and approval and where required, approval from the Ministry of Finance is sought.

Clear terms of reference have been written for the other board committees namely Finance and Investment Committee, Nomination Committee and Remuneration Committee.

Performance Reporting and Monitoring

Business Plans and budgets are prepared at subsidiary levels and reviewed at the Finance and Investment Committee before approval at the Board of Directors.

At every meeting of the Board, the actual financial performance of the subsidiaries for the previous month is compared against budget. Mid-term budget review is conducted to facilitate changes in the budgets.

Financial Information

In September 2002, the Group successfully implemented the upgrading of mySAP.com 4.6C, an enterprise resource planning system in four companies namely Malaysia Airports Holdings Bhd, Malaysia Airports Sdn Bhd, Malaysia Airports (Sepang) Sdn Bhd and Malaysia Airports (Niaga) Sdn Bhd (new).

During the upgrading process, internal controls affecting the related modules were deliberated upon, reviewed and improved. User manuals were documented for all financial procedures concerning these operations namely, general ledger, controlling, asset management, project system, cash management, accounts receivables, account payable, inventory management, material management, sales distribution, real estate management, plant maintenance and human resource.

Internal Audit Function

The Group Internal Audit Division reports directly to the Board of Audit Committee. The Internal Audit function carried out ongoing reviews of the internal control system of the Group. The audits conducted were in the area of finance/accounts, information systems and investigation in accordance with the approved Audit Plan.

The division is also equipped with Information Systems auditors to assist in the Information Systems audits. All the auditors have been trained in Computer Assisted Audit Tools (CAATS) and attended related trainings to maintain the level of competency.

In every audit assignment, follow-up is done on previous audit findings. Regular meetings are held by the Board of Audit Committee to deliberate on findings and recommendations for improvement in the system of internal control as highlighted by the Internal Audit and thereafter reported to the Board.

A Board of Audit Committee Report is provided on page 38 to 39.

Risk Management Framework

The process of determining and managing key risks form part of the Group's internal control environment. Realizing this, the following initiatives have been taken up by the management and Board :

- The Insurance and Risk Management Unit was set up in 1999 and in 2000, a manager was appointed to head this unit to assist the Group in the risk management process.
- Workshop on risk awareness and refresher training programs were conducted for senior management of the Group. The understanding of the key employees is imperative to ensure the smooth operation of this process.
- Risk management recommendations were forwarded to related business units.
- Board of Audit Committee requested the Internal Audit function to assess the effectiveness of the risk management framework of the Group.
- Presentation by External Consultants on Risk Management best practices in the market focusing on business risk.
- Setting up of risk management web site in October 2002 for all staff in the Group.
- The Risk Management Policy and Guidelines Manual have been prepared and is awaiting Board's approval.
- Board approved the formation of Risk Management Committee comprising non-executive directors.
- Going forward the Risk Management Unit plans to formalize enterprise wide risk management function across the Group.

In November 2002, the management embarked on a Competency Management Project (COMET) with the assistance of an External Consultant. The mission of the Project is to improve existing Human Resources processes to be competency-based and transform MAHB's employees into high-performance workforce. The scope of the project includes human performance management, career development and succession planning. With the implementation of this project in the current year, it is hoped that performance of all employees will be done objectively in achieving the Group's vision.

Penyata Kawalan Dalaman

Tanggungjawab Lembaga Pengarah

Lembaga Pengarah MAHB bertanggungjawab membentuk dan mengekalkan sistem kawalan dalaman Kumpulan bagi melindungi pelaburan para pemegang saham dan aset Kumpulan. Tanggungjawab ini meliputi usaha mengkaji kecukupan dan kewibawaannya secara kerap bagi memastikan keberkesanannya. Sistem kawalan dalaman merangkumi kawalan kewangan dan operasi, pematuhan dan pengurusan risiko yang melibatkan semua unit perniagaannya, termasuk pengurusan dan Lembaga Pengarah.

Lembaga Pengarah mengakui kepentingan mempunyai sebuah sistem kawalan dalaman dan amalan-amalan pengurusan risiko yang berkaitan dengan "Amalan Terbaik dalam Tadbir Urus Korporat" dan "Penyata Panduan Kawalan Dalaman untuk para Pengarah Syarikat-syarikat Senarai Awam". Lembaga Pengarah mengakui bahawa risiko tidak boleh dihapuskan secara menyeluruh. Justeru, dalam memenuhi objektif perniagaannya, kawalan dalaman hanya mampu memberikan jaminan yang berpatutan sahaja dan bukannya jaminan muktamad terhadap risiko.

Persekitaran Kawalan

Lembaga Pengarah komited untuk memastikan supaya persekitaran kawalan yang sewajarnya terus dikekalkan di seluruh Kumpulan. Ia boleh dicapai melalui sebuah struktur operasi yang ditakrif dengan jelas, diikuti dengan peringkat tanggungjawab serta pengagihan kuasa yang nyata. Kuasa Menentu Had Kewangan (FLOA) yang telah disemak semula dan diluluskan oleh Lembaga Pengarah pada tahun 2001 merupakan satu rangka kerja kuasa yang menyediakan instrumen delegasi eksekutif sewajarnya serta garis panduan dan prosedur yang nyata bagi melaksanakan keputusan sedemikian. FLOA merangkumi bidang-bidang seperti pemerolehan, pengeluaran tender dan arahan perubahan harga, aset tetap, stok, perkara berkaitan personel, kewangan dan akaun, wang runcit, insurans, pelaburan dan usaha perniagaan, pajakan ruang, kemudahan perbankan dan pendahuluan kepada syarikat-syarikat subsidiari, penandatangan yang diberi kuasa dalam urusan perbankan, perkara berkaitan hal ehwal korporat, lembaga pengarah dan undang-undang.

Bagi mengukuhkan lagi peranan FLOA ke atas pemerolehan, dasar dan prosedur terperinci telah diwujudkan dan diedarkan kepada semua syarikat subsidiari dalam Kumpulan. Di samping itu, dua buah jawatankuasa sudah tersedia, iaitu Jawatankuasa Perolehan Utama dan Jawatankuasa Lembaga Tender, bagi memastikan keberkesanan sistem pemerolehan ini. Projek-projek utama tertakluk kepada kajian dan kelulusan Lembaga Pengarah dan apabila diperlukan, kelulusan daripada Kementerian Kewangan turut diminta.

Bidang rujukan telah ditulis secara nyata untuk jawatankuasa lembaga yang lain, iaitu Jawatankuasa Kewangan dan Pelaburan, Jawatankuasa Pencalonan dan Jawatankuasa Ganjaran.

Laporan dan Pemantauan Prestasi

Rancangan Perniagaan dan belanjawan disediakan di peringkat syarikat subsidiari dan dikaji di peringkat Jawatankuasa Kewangan dan Pelaburan, sebelum diluluskan di peringkat Lembaga Pengarah.

Di setiap mesyuarat Lembaga Pengarah yang dijalankan, prestasi kewangan sebenar sesebuah syarikat subsidiari bagi bulan sebelumnya dibandingkan dengan belanjawannya. Kajian belanjawan pertengahan penggal dijalankan bagi memudahkan perubahan dibuat dalam belanjawan tersebut.

Maklumat Kewangan

Pada bulan September 2002, Kumpulan berjaya melaksanakan usaha menaiktaraf mySAP.com 4.6C, iaitu sebuah sistem perancangan sumber perniagaan di empat buah syarikat, iaitu Malaysia Airports Holdings Bhd, Malaysia Airports Sdn Bhd, Malaysia Airports (Sepang) Sdn Bhd dan Malaysia Airports (Niaga) Sdn Bhd (baru).

Semasa menjalankan proses menaiktaraf ini, kawalan dalaman yang melibatkan modul-modul berkaitan telah dibincang, dikaji dan dipertingkatkan. Manual pengguna bagi semua prosedur kewangan berkaitan semua operasi telah didokumenkan. Ini termasuk lejar umum, kawalan, pengurusan aset, sistem projek, pengurusan tunai, akaun belum terima, akaun belum bayar, pengurusan inventori, pengurusan bahan, pengedaran jualan, pengurusan hartanah, penyenggaraan loji dan sumber manusia.

Fungsi Audit Dalaman

Bahagian Audit Dalaman Kumpulan melapor terus kepada Lembaga Jawatankuasa Audit. Fungsi Audit Dalaman telah menjalankan beberapa kajian berterusan mengenai sistem kawalan dalaman Kumpulan. Audit yang dijalankan meliputi bidang-bidang seperti kewangan/akaun, sistem maklumat dan penyiasatan selaras dengan Pelan Audit yang telah diluluskan.

Bahagian ini juga dilengkapi dengan juruaudit Sistem Maklumat bagi membantu pengauditan Sistem Maklumat. Semua juruaudit telah dilatih untuk mengendali Computer Assisted Audit Tools (CAATS) dan menghadiri beberapa latihan berkaitan bagi mengekalkan tahap kecekapan.

Usaha susulan dilakukan ke atas penemuan audit sebelumnya dalam setiap tugasan audit yang dijalankan. Mesyuarat diadakan secara kerap oleh Lembaga Jawatankuasa Audit bagi membincangkan perkara berkaitan penemuan dan cadangan bagi mempertingkatkan sistem kawalan dalaman seperti yang dipaparkan oleh Audit Dalaman dan selepas itu, dilaporkan kepada Lembaga Pengarah.

Laporan Lembaga Jawatankuasa Audit disediakan di muka surat 40 hingga 41.

Rangka Kerja Pengurusan Risiko

Proses menentu dan mengurus risiko penting merupakan sebahagian daripada persekitaran kawalan dalaman Kumpulan. Menyedari tentang kepentingan ini, pengurusan dan Lembaga Pengarah telah melaksanakan beberapa usaha seperti di bawah:-

- *Unit Insurans dan Pengurusan Risiko telah ditubuhkan pada tahun 1999 dan pada tahun 2000 seorang pengurus telah dilantik untuk mengetuai unit ini bagi membantu Kumpulan mengurus risikonya.*
- *Bengkel mengenai kesedaran risiko dan program latihan ulang kaji telah dijalankan untuk pengurusan kanan Kumpulan. Pemahaman kakitangan utama adalah penting bagi memastikan operasi proses ini dapat berjalan dengan lancar.*
- *Syor-syor pengurusan risiko telah dikemukakan kepada unit-unit perniagaan yang berkenaan.*
- *Lembaga Jawatankuasa Audit telah meminta fungsi Audit Dalaman untuk menilai keberkesanan rangka kerja pengurusan risiko Kumpulan.*
- *Perunding Luar mengemukakan pembentangan berkenaan Amalan-amalan Terbaik mengenai Pengurusan Risiko di pasaran dengan memberi fokus kepada risiko perniagaan.*
- *Penubuhan laman web pengurusan risiko pada bulan Oktober 2002 bagi semua kakitangan Kumpulan.*
- *Manual Dasar dan Garis Panduan Pengurusan Risiko telah disediakan dan sedang menunggu kelulusan Lembaga Pengarah.*
- *Lembaga Pengarah telah meluluskan pembentukan Jawatankuasa Pengurusan Risiko yang terdiri daripada para pengarah bukan eksekutif.*
- *Pada masa hadapan, Unit Pengurusan Risiko merancang untuk memformalkan fungsi pengurusan risiko seluruh perniagaan dalam Kumpulan.*

Pada bulan November 2002, pengurusan telah melancarkan Projek Pengurusan Kecekapan (COMET) dengan bantuan Perunding Luar. Misi Projek ini adalah untuk mempertingkatkan berbagai proses Sumber Manusia yang sedia ada supaya berasaskan kecekapan dan mengubah sikap kakitangan MAHB supaya mampu menjadi tenaga kerja berprestasi tinggi. Skop projek ini meliputi pengurusan prestasi sumber manusia, pembangunan kerjaya dan rancangan penggantian. Dengan pelaksanaan projek ini pada tahun semasa, diharap prestasi semua kakitangan akan dapat dibuat secara objektif bagi membolehkan Kumpulan merealisasikan wawasannya.

Board of Audit Committee Report

The Board of Audit Committee comprises three members of MAHB's Board of Directors. All the members are Non-Executive Directors and the Chairman is also a member of the Malaysian Institute of Accountants in accordance with the KLSE Listing Requirements.

The attendance by each member at the Committee meetings held during the year are as follows:

Members	No. of Meetings Attended
Datuk Mohamed Adnan bin Ali	9/9
Dato' Zaharaah binti Shaari	5/9
Tan Sri Dato' Thong Yaw Hong	9/9

During the financial year under review, nine meetings were held by the Board of Audit Committee. Five of these meetings were held in the presence of the External Auditors to obtain an independent opinion on the financial performance of the Group. In line with the KLSE Listing Requirements, the Board of Audit Committee focused on the following areas:

- 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

The meetings covered the following activities:

External Audit
- Reviewed with the External Auditors their Audit Planning Memorandum.
- Reviewed with the External Auditors the External Auditors Management Letter together with the management response.
- Evaluated the performance of the External Auditors and made recommendations to the Board of Directors on their reappointment and audit fees.

Internal Audit
- Reviewed the Internal Audit Plan to ensure all risk areas were covered.
- Evaluated the performance of the Internal Audit Division including the adequacy of the resources to carry out its work.
- Reviewed the Internal Audit Reports to ensure that corrective actions were taken by management on audit findings.
- Recommended to the Board of Directors and Management on improvement of internal controls.

Financial Statements
- Reviewed the quarterly financial results of the Group before recommending to the Board of Directors.
- Reviewed the audited results of MAHB Group with the External Auditors.
- Ensured compliance to KLSE Listing Requirements, Applicable Accounting Standards in Malaysia, provisions of the Companies Act 1965 and other legal and regulatory requirements.

Risk Management
- Assessed the effectiveness of the risk management framework in the Group.
- Recommended to the Board of Directors on the setting up of the Risk Management Committee.

Related Party Transactions
- Reviewed related party transactions that arose in the Group.

For the financial year under review, the Group Internal Audit Division produced twenty reports namely:

Type of Audit	No. of Reports
Information System	2
Head Office function	3
Subsidiary Companies	7
Domestic Airports	8

The Committee reviewed the internal audit reports, recommendations made by the Internal Audit and management comments to these recommendations. Where necessary, the management was directed to implement improvements of internal controls. The minutes of the Board of Audit Committee meetings were circulated to all members of the MAHB Board of Directors and material issues were discussed at the Board.

Laporan Lembaga Jawatankuasa Audit

Lembaga Jawatankuasa Audit terdiri daripada tiga orang ahli Lembaga Pengarah MAHB. Semua ahli adalah Pengarah Bukan Eksekutif sementara Pengerusinya merupakan Ahli Institut Akauntan Malaysia selaras dengan Keperluan Penyenaraian BSKL.

Kehadiran setiap ahli di Mesyuarat Jawatankuasa yang diadakan sepanjang tahun ini adalah seperti berikut:

Audit Dalaman

- *Mengkaji Pelan Audit Dalaman bagi memastikan semua bidang risiko utama diliputi.*
- *Menilai prestasi Bahagian Audit Dalaman termasuk kecukupan sumber dalam menjalankan kerjanya.*

Ahli-Ahli	***Bil. Mesyuarat Dihadiri***
Datuk Mohamed Adnan bin Ali	*9/9*
Dato' Zaharaah binti Shaari	*5/9*
Tan Sri Dato' Thong Yaw Hong	*9/9*

Bagi tahun kewangan yang ditinjau, sembilan mesyuarat telah diadakan oleh Lembaga Jawatankuasa Audit. Lima daripada mesyuarat ini telah berlangsung dengan kehadiran Juruaudit Luar bagi memperolehi pandangan bebas berkenaan prestasi kewangan Kumpulan. Sejajar dengan Keperluan Penyenaraian BSKL, Lembaga Jawatankuasa Audit telah memberi penumpuan kepada bidang-bidang berikut:

- *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*

Mesyuarat tersebut merangkumi aktiviti-aktiviti berikut:

Audit Luaran

- *Mengkaji Memorandum Perancangan Audit dengan Juruaudit Luar.*
- *Mengkaji Surat Pengurusan Juruaudit Luar berserta tindak balas pengurusan dengan Juruaudit Luar.*
- *Menilai prestasi Juruaudit Luar dan mengesyorkan kepada Lembaga Pengarah berkenaan pelantikan semula mereka dan yuran audit.*

- *Mengkaji Laporan Audit Dalaman bagi memastikan tindakan pembetulan diambil oleh pihak pengurusan ke atas penemuan Audit.*
- *Mengesyorkan kepada Lembaga Pengarah dan Pengurusan berkenaan peningkatan kawalan dalaman.*

Penyata Kewangan

- *Mengkaji keputusan kewangan suku tahunan Kumpulan sebelum mengesyorkannya kepada Lembaga Pengarah.*
- *Mengkaji keputusan Kumpulan MAHB yang telah diaudit bersama-sama dengan Juruaudit Luar.*
- *Memastikan pematuhan Keperluan Penyenaraian BSKL, Piawai Perakaunan yang diterima pakai, peruntukan Akta Syarikat 1965 dan keperluan perundangan dan peraturan yang lain.*

Pengurusan Risiko

- *Menilai keberkesanan rangka kerja pengurusan risiko dalam Kumpulan.*
- *Mengesyorkan kepada Lembaga Pengarah mengenai penubuhan Jawatankuasa Pengurusan Risiko.*

Urusniaga Pihak Berkaitan

- *Mengkaji urusniaga pihak berkaitan yang wujud di dalam Kumpulan.*

Bagi tahun kewangan yang ditinjau, Bahagian Audit Dalaman Kumpulan menghasilkan dua puluh laporan antaranya:

Jenis Audit	***Bil. Laporan***
Sistem Maklumat	*2*
Fungsi Ibu Pejabat	*3*
Syarikat Subsidiari	*7*
Lapangan Terbang Domestik	*8*

Jawatankuasa mengkaji laporan audit dalaman, pengesyoran yang dibuat oleh Audit Dalaman dan ulasan pengurusan terhadap syor ini. Di mana perlu, pihak pengurusan diarah melaksanakan peningkatan kawalan dalaman. Minit mesyuarat Lembaga Jawatankuasa Audit diedarkan kepada semua ahli Lembaga Pengarah MAHB dan isu-isu penting dibincangkan di mesyuarat Lembaga.

Terms of Reference Board of Audit Committee

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)

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

Tan Sri Dato' Thong Yaw Hong
Member
(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:
i. Have authority to investigate any matter within its terms of reference.
ii. Have the resources required to perform its duties.
iii. Have full and unrestricted access to any information, records, properties and personnel within the Group.
iv. Have direct communication channels with the External Auditors and Internal Auditors.
v. Be able to obtain independent professional advisers or other advisers and to engage outsiders with relevant experience and expertise if necessary.
vi. Be able to convene meetings with the External Auditors (excluding the executive members of the committee), whenever deemed necessary.

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.

5.3 Review the quarterly and year-end financial statements of the Group prior to submission to the Board, focusing particularly on:
– 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

5.4 Assess the internal process for determining and managing key risk.

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.

5.6 Review the External Auditor's Management Letter and management's response.

5.7 Oversee the Internal Audit functions by:
- 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.
- 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 Terms 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 the Committee meetings, 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 meetings.

Bidang Kuasa Lembaga Jawatankuasa Audit

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.

3. Keahlian

3.1 Lembaga Jawatankuasa Audit dianggotai oleh Pengarah-pengarah berikut:

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

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

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

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

(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.

3.3 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 urusniaga 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.*

From Left to Right/*Dari Kiri ke Kanan*:
Mahat bin Samah, Iskandar Mizal bin Mahmood, Che Aziz bin Mohd Nor, Muhammad bin Arshad, Syed Ahmad bin Syed Salim, Ahmad Zuber bin Abdul, Abd Hamid bin Mohd Ali, Datuk Kamaruddin bin Mohd Ismail, Chan See Lan, Azmi bin Murad, Umar bin Bustamam, Abd. Rahman bin Karim, Ahmad bin Mustafa

Group Senior Management
Pengurusan Kanan Kumpulan

Mahat bin Samah
(Chief Executive Officer • *Ketua Pegawai Eksekutif*,
Urusan Teknologi Wawasan Sdn. Bhd.)

Abd Hamid bin Mohd Ali
(General Manager • *Pengurus Besar*,
Malaysia Airports (Sepang) Sdn. Bhd.)

Abd. Rahman bin Karim
(General Manager • *Pengurus Besar*,
Malaysia Airports Sdn Bhd)

Datuk Kamaruddin bin Mohd Ismail
(General Manager • *Pengurus Besar*, Security & Safety)

Ahmad bin Mustafa
(General Manager • *Pengurus Besar*,
Sepang International Circuit Sdn. Bhd.)

Ahmad Zuber bin Abdul
(General Manager, Human Resource Management
• *Pengurus Besar, Pengurusan Sumber Manusia*)

Iskandar Mizal bin Mahmood
(General Manager, Research & Planning and Investor Relations
• *Pengurus Besar, Penyelidikan & Perancangan dan Perhubungan Pelabur*)

Muhammad bin Arshad
(Chief Executive Officer • *Ketua Pegawai Eksekutif*,
Asia Pacific Auction Centre Sdn. Bhd.)

Chan See Lan
(General Manager, Marketing • *Pengurus Besar, Pemasaran*)

Azmi bin Murad
(General Manager • *Pengurus Besar,*
Malaysia Airports (Air Traffic Services) Sdn. Bhd.)

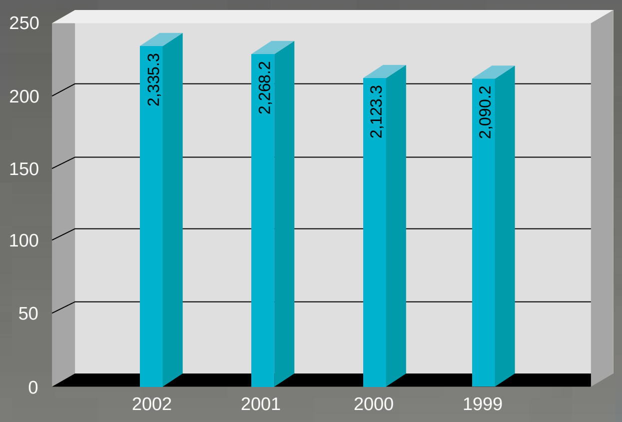
Mohd Nasir bin Ismail
(General Manager • *Pengurus Besar,*
MAB Agriculture-Horticulture Sdn. Bhd.)

Syed Ahmad bin Syed Salim
(Chief Executive Officer • *Ketua Pegawai Eksekutif,*
Malaysia Airports (Niaga) Sdn. Bhd.)

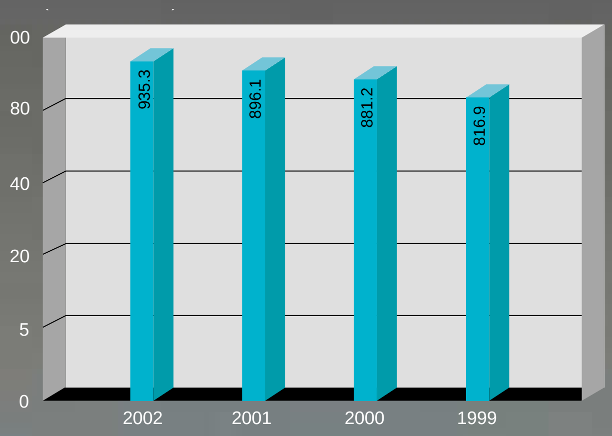
Umar bin Bustamam
(General Manager, Technical & Quality Assurance
• *Pengurus Besar,* Teknikal & Jaminan Kualiti)

Che Aziz bin Mohd Nor
(General Manager • *Pengurus Besar,*
Malaysia Airports Management & Technical Services Sdn. Bhd.)

Shareholders' Equity • *Ekuiti Pemegang Saham*
(RM Million/*Juta*)



Revenue • *Pendapatan*
(RM Million/*Juta*)



Group 4-Year Summary
Ringkasan 4 Tahun Kumpulan

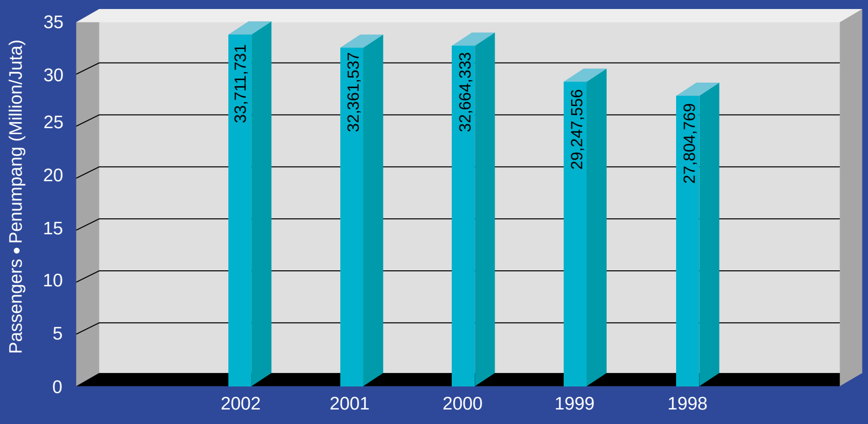
Consolidated Income Statement • *Penyata Pendapatan Disatukan*

	Year Ended 31 December *Tahun Berakhir 31 Disember*			
Amount in RM (Million) • *Jumlah Dalam RM (Juta)*	**1999**	**2000**	**2001**	**2002**
Revenue • *Pendapatan*	816.9	881.2	896.1	**935.3**
Profit Before Taxation • *Keuntungan Sebelum Cukai*	272.0	203.8	256.9	**221.8**
Taxation • *Cukai*	(0.4)	(80.5)	(78.8)	**(71.0)**
Profit After Taxation • *Keuntungan Bersih Selepas Cukai*	271.6	123.3	178.1	**150.8**
Minority Interest • *Kepentingan Minoriti*	3.0	3.5	1.9	**–**
Net Profit Attributable to Shareholders • *Keuntungan Bersih Yang Boleh Diagihkan Kepada Para Pemegang Saham*	274.6	126.8	180.0	**150.8**
Earnings Per Share (sen) • *Pendapatan Sesaham (sen)*	28	12	16	**14**

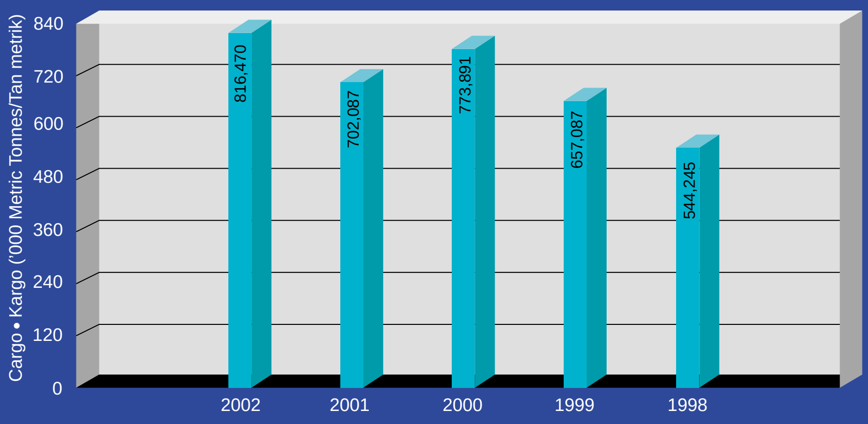
Consolidated Balance Sheet • *Kunci Kira-Kira Disatukan*

	As at 31 December *Pada 31 Disember*			
Amount in RM (Million) • *Jumlah Dalam RM (Juta)*	**1999**	**2000**	**2001**	**2002**
Property, Plant and Equipment • *Hartanah, Loji dan Peralatan*	1,509.9	1,960.3	2,279.1	**2,519.9**
Investments • *Pelaburan*	345.7	194.9	140.7	**125.1**
Current Assets • *Aset Semasa*	793.4	596.8	585.7	**636.2**
Current Liabilities • *Liabiliti Semasa*	(472.4)	(544.2)	(479.6)	**(374.7)**
	2,176.6	2,207.8	2,525.9	**2,906.5**
Share capital • *Modal Saham*	1,100.0	1,100.0	1,100.0	**1,100.0**
Reserves • *Rizab*	990.2	1,023.3	1,168.2	**1,235.3**
Shareholders' Equity • *Ekuiti Pemegang Saham*	2,090.2	2,123.3	2,268.2	**2,335.3**
Minority Interest • *Kepentingan Minoriti*	37.0	33.6	28.3	**–**
Non Current Liabilities • *Liabiliti Tak Semasa*	49.4	50.9	229.4	**571.2**
	2,176.6	2,207.8	2,525.9	**2,906.5**
Net Tangible Assets Per Share (RM) • *Aset Ketara Bersih Sesaham (RM)*	1.90	1.93	2.06	**2.12**

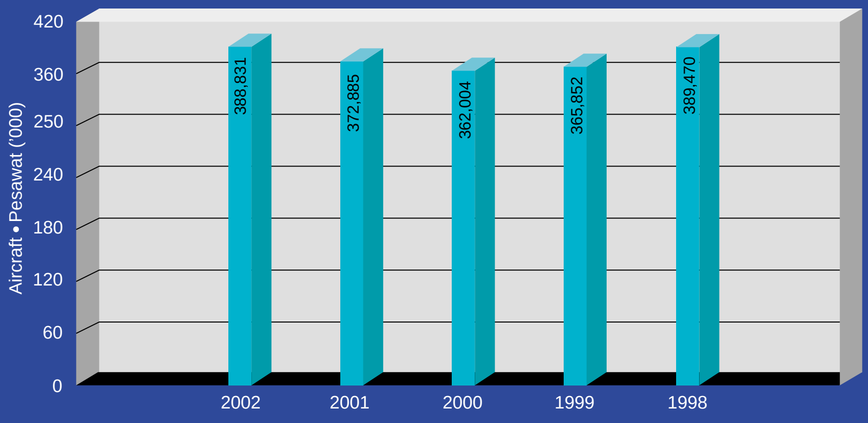
Traffic Movement Summary
Ringkasan Pergerakan Trafik



MALAYSIA AIRPORTS
Passenger Movements (1998-2002) •
Pergerakan Penumpang (1998-2002)



MALAYSIA AIRPORTS
Cargo Movements (1998-2002) •
Pergerakan Kargo (1998-2002)



MALAYSIA AIRPORTS
Aircraft Movements (1998-2002) •
Pergerakan Pesawat (1998-2002)

Airports Operated by the Group
Lapangan Terbang yang Dikendalikan oleh Kumpulan

International Airport • *Lapangan Terbang Antarabangsa*

Domestic Airport • *Lapangan Terbang Domestik*

Short Take-off and Landing Port (STOLport) • *Padang Terbang*