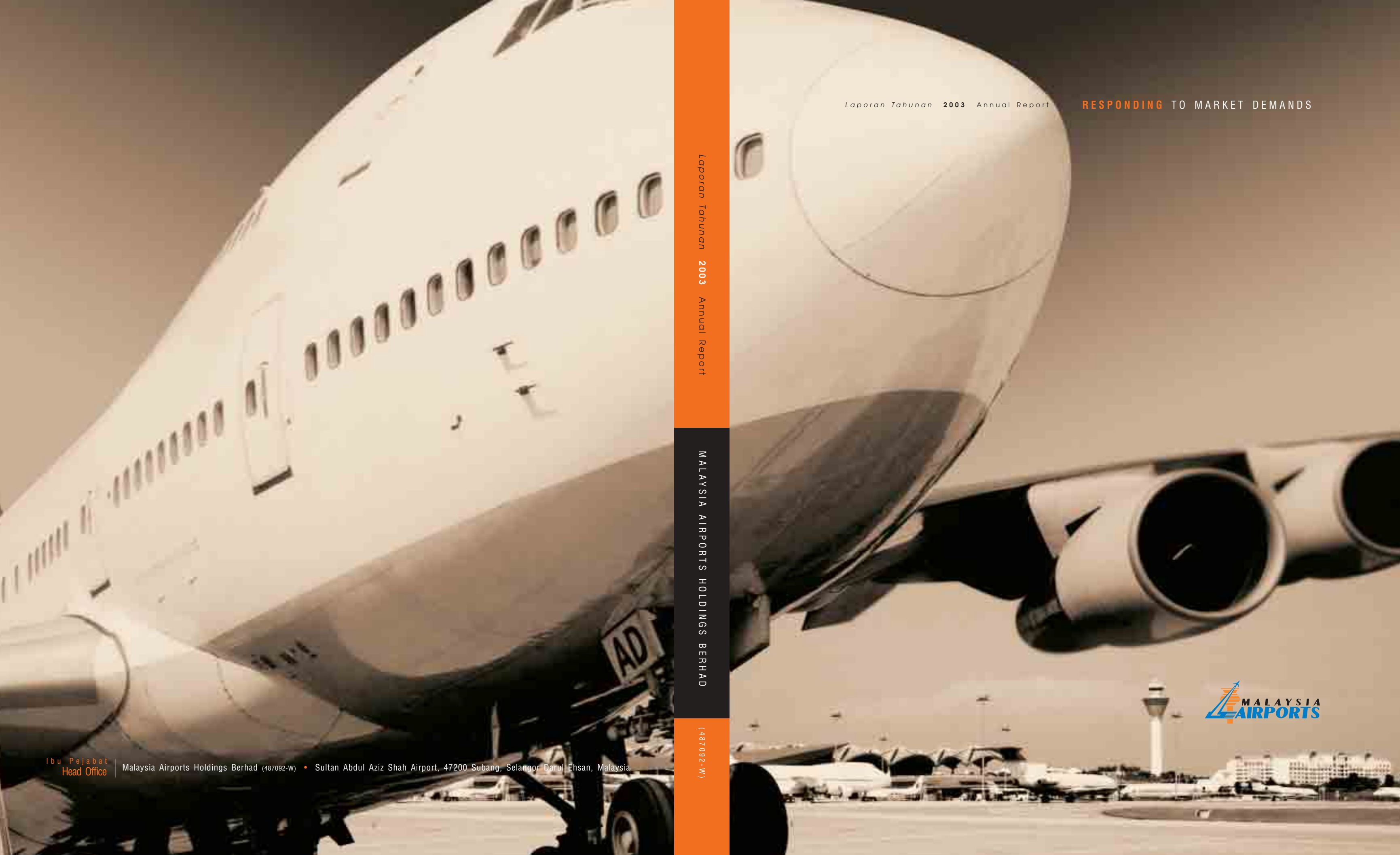




Laporan Tahunan 2003 Annual Report

RESPONDING TO MARKET DEMANDS

Laporan Tahunan 2003 Annual Report

MALAYSIA AIRPORTS HOLDINGS BERHAD

(487092-W)

Ibu Pejabat  
Head Office

Malaysia Airports Holdings Berhad (487092-W) • Sultan Abdul Aziz Shah Airport, 47200 Subang, Selangor Darul Ehsan, Malaysia



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## RESPONDING TO MARKET DEMANDS

At Malaysia Airports, we are focussed on being the international hub for travellers and businesses worldwide and particularly for the ASEAN region.

We do this by not waiting for opportunities to appear.

Instead, we anticipate and pursue a pro-active approach to create an environment that is simply too enticing to refuse.

We are simply responding to market demands even before they arrive.  
That's why we are integrated for ease.

## MEMENUHI KEHENDAK PASARAN

Di Malaysia Airports, kami menjangkau usaha untuk menjadi hub di rantai antarabangsa bagi para kembara dan perniagaan di rantai ini khasnya, dan seluruh dunia. Kami menyediakan maklumat dan bukan sekadar hanya menunggu peluang datang sendiri. Malah kami meramal dan mengusahakan sendiri idea dan model baru mewujudkan persekitaran kami sendiri yang begitu sukar untuk ditolak. Kami memenuhi kehendak pasaran sebelum ia berlaku. Itulah mengapa kami sentiasa berinovasi untuk menyediakan kemudahan bersepadu bagi keselesaan anda.



WE'RE HERE TO HELP YOU GET THERE.

# Notice of annual general meeting

**NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of Malaysia Airports Holdings Berhad ("MAHB" or "the Company") will be held at Gateway Ballroom, Level 1, The Pan Pacific Hotel Kuala Lumpur International Airport, Jalan CTA 4B, 64000 KLIA, Sepang, Selangor Darul Ehsan on Thursday, 27 May 2004 at 11.00 a.m. for the following purposes:**

## AGENDA

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2003 together with the Reports of the Directors and Auditors. **Resolution 1**
2. To declare a final dividend of 2 sen less income tax of 28% for the financial year ended 31 December 2003. **Resolution 2**
3. To approve the payment of Directors' Fees for the financial year ended 31 December 2003. **Resolution 3**
4. To re-elect the following Directors who retire in accordance with Article 129 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
  - i) Tan Sri Datuk Dr. Aris bin Othman **Resolution 4**
  - ii) Dato' Bashir Ahmad bin Abdul Majid **Resolution 5**
  - iii) Datuk Alias bin Haji Ahmad **Resolution 6**
  - iv) Datuk Siti Maslamah binti Osman **Resolution 7**
  - v) Ahmad Kamal bin Abdullah Al-Yafii **Resolution 8**
  - vi) Eshah binti Meor Suleiman **Resolution 9**
5. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **Resolution 10**
6. **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 11**

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

## NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that the final dividend of 2 sen per share less income tax of 28% in respect of the financial year ended 31 December 2003, if approved at the forthcoming Annual General Meeting, will be paid on 28 June 2004 to Depositors registered in the Record of Depositors on 8 June 2004. A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 8 June 2004, in respect of ordinary transfers; and
- b) Shares bought on Malaysia Securities Exchange Berhad on a cum entitlement basis according to the Rules of Malaysia Securities Exchange Berhad.



By Order of the Board

**MORIAMI BINTI MOHD (MAICSA 7031470)**  
Company Secretary

Subang, Selangor Darul Ehsan  
5 May 2004

## EXPLANATORY NOTES ON SPECIAL BUSINESS

The Ordinary Resolution proposed under item 6 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 of the Company 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 Malaysia Securities Exchange Berhad, 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.

Statement Accompanying Notice of Annual General Meeting Made Pursuant to Paragraph 8.28(2) of the Listing Requirements of Malaysia Securities Exchange Berhad.

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

#### NAME

**Tan Sri Datuk Dr. Aris bin Othman**

#### AGE

59

#### NATIONALITY

Malaysian

#### QUALIFICATION

- PhD in Development Economics from Boston University, Boston
- Masters in Political Economy from Boston University, Boston
- Masters in Development Economics from Williams College, Williamstown, Massachusetts
- Bachelor (Hons) in Analytical Economics from University of Malaya

#### POSITION ON THE MAHB BOARD

Chairman (Non-Independent Non-Executive)

#### DATE FIRST APPOINTED TO THE MAHB BOARD

7 June 2003

#### MEMBERSHIP OF MAHB BOARD COMMITTEES

- Board Risk Management Committee (Chairman)
- Board Tender Committee (Chairman)
- Board Planning And Development Committee (Chairman)
- Board Finance & Investment Committee (Chairman)

#### WORKING EXPERIENCE

- Managing Director/Chief Executive Officer, Bank Pembangunan dan Infrastruktur Malaysia Berhad (7/6/2001-6/6/2003)
- Executive Chairman, Bank Pembangunan dan Infrastruktur Malaysia Berhad (7/6/1999-6/6/2001)
- Secretary General of Treasury (1998-1999)
- Deputy Secretary General (Policy) Ministry of Finance ("MOF") (1994-1997)
- Executive Director (South-East Asia Group) The World Bank, Washington DC (1991-1994)
- Deputy Secretary General II, MOF (1989-1991)
- Chief General Manager (Corporate Planning, Financial Subsidiaries, Treasury, Human Resources) Bank Bumiputra Malaysia Berhad ("now taken over by Bumiputra Commerce Bank Berhad") (1986-1989)
- Deputy Director-General (Macro), Economic Planning Unit ("EPU") (1985-1986)
- Senior Director (Macro-Economics), EPU (1983-1985)
- Director (Distribution and Macro-Economics), EPU (1978-1981)
- Principal Assistant Director (Racial Balance, National Development Planning Committee Secretariat and Administration), EPU (1970-1974)
- Assistant Secretary (Macro-Economics), EPU (1966-1969)

#### OCCUPATION

Chairman

#### SECURITIES HOLDINGS IN MAHB AND ITS SUBSIDIARIES

Nil

#### LIST OF CONVICTIONS FOR OFFENCES WITHIN THE PAST 10 YEARS OTHER THAN TRAFFIC OFFENCES, IF ANY

Not Applicable

#### ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES

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

#### NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR

8/8 (100%)

## NAME

Dato' Bashir Ahmad bin Abdul Majid

## AGE

54

## NATIONALITY

Malaysian

## QUALIFICATION

Bachelor of Arts Degree (Honours) majoring in International Relations, University of Malaya

## POSITION ON THE MAHB BOARD

Managing Director

## DATE FIRST APPOINTED TO THE MAHB BOARD

7 June 2003

## MEMBERSHIP OF MAHB BOARD COMMITTEES

- Board Planning and Development Committee
- Board Risk Management Committee
- Board Finance & Investment Committee

## WORKING EXPERIENCE

- Aviation Advisor to the Ministry of Transport (November 2001 to June 2003)
- Held various positions in Malaysian Airline System Berhad since June 1972 to November 2001 including Director of Corporate Planning, Commercial Director, Senior Vice President Commercial and Executive Vice President Airline

## OCCUPATION

Managing Director

## ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES

Nil

## 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

Not Applicable

## NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR

8/8 (100%)

|                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NAME                                                                                                                                                                | AGE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Datuk Alias bin Haji Ahmad                                                                                                                                          | 56                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| NATIONALITY                                                                                                                                                         | QUALIFICATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Malaysian                                                                                                                                                           | Bachelor of Arts Degree (Honours) majoring in Economics and Sociology, University of Malaya                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| POSITION ON THE MAHB BOARD                                                                                                                                          | DATE FIRST APPOINTED TO THE MAHB BOARD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Independent Non-Executive Director                                                                                                                                  | 1 December 2003                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| MEMBERSHIP OF MAHB BOARD COMMITTEES                                                                                                                                 | WORKING EXPERIENCE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <ul style="list-style-type: none"> <li>● Board Remuneration Committee (Chairman)</li> <li>● Board Nomination Committee</li> <li>● Board Tender Committee</li> </ul> | <ul style="list-style-type: none"> <li>● Deputy Secretary General (Finance), Ministry of Health (2001-July 2003)</li> <li>● Federal Secretary for Sabah (1999-April 2001)</li> <li>● Various senior positions, Ministry of Defence (1988-1998)</li> <li>● Director of Vocational Training, Manpower Department and then Ministry of Labour (1987)</li> <li>● Special Officer to the Ministry of Trade and Industry (1984-1987)</li> <li>● Special Officer to the Ministry of Finance (1976-1984)</li> <li>● Assistant Secretary (Finance), Treasury (1972-1975)</li> </ul> |
| OCCUPATION                                                                                                                                                          | ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Company Director                                                                                                                                                    | Kris Components Berhad                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| SECURITIES HOLDINGS IN MAHB AND ITS SUBSIDIARIES                                                                                                                    | 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                                                                                                                                                                 | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| LIST OF CONVICTIONS FOR OFFENCES WITHIN THE PAST 10 YEARS OTHER THAN TRAFFIC OFFENCES, IF ANY                                                                       | NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Not Applicable                                                                                                                                                      | 1/1 (100%)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

|                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NAME<br><b>Datuk Siti Maslamah binti Osman</b>                                                                                                                                                                                                                | AGE<br>56                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| NATIONALITY<br>Malaysian                                                                                                                                                                                                                                      | QUALIFICATION<br>Fellow Member of the Chartered Institute of Management Accountants (United Kingdom)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| POSITION ON THE MAHB BOARD<br>Independent Non-Executive Director                                                                                                                                                                                              | DATE FIRST APPOINTED TO THE MAHB BOARD<br>1 December 2003                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| MEMBERSHIP OF MAHB BOARD COMMITTEES<br><ul style="list-style-type: none"> <li>● Board Audit Committee (Chairman)</li> <li>● Board Nomination Committee</li> <li>● Board Remuneration Committee</li> <li>● Board Finance &amp; Investment Committee</li> </ul> | WORKING EXPERIENCE<br><ul style="list-style-type: none"> <li>● Accountant General (2000-2003)</li> <li>● Deputy Accountant General (Operation) (2000)</li> <li>● Deputy Account General (Management) (1996-2000)</li> <li>● Director, Information Technology Services, Accountant General Department (1992-1995)</li> <li>● Assistant Project Manager, Unit Permodenan Perakaunan, Accountant General Department (1984-1992)</li> <li>● Finance Manager, Bank Simpanan Nasional (1981-1984)</li> <li>● Senior Treasury Accountant, Accountant General Department (1975-1981)</li> <li>● Treasury Accountant, Jabatan Telekom Malaysia (1972-1975)</li> </ul> |
| OCCUPATION<br>Company Director                                                                                                                                                                                                                                | ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES<br>Avenue Capital Resources Berhad<br>BIMB Holding Berhad<br>Bank Islam Malaysia Berhad                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| SECURITIES HOLDINGS IN MAHB AND ITS SUBSIDIARIES<br>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<br>Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| LIST OF CONVICTIONS FOR OFFENCES WITHIN THE PAST 10 YEARS OTHER THAN TRAFFIC OFFENCES, IF ANY<br>Not Applicable                                                                                                                                               | NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR<br>1/1 (100%)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

|                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NAME<br><b>Ahmad Kamal bin Abdullah Al-Yafii</b>                                                                                                                                                          | AGE<br>65                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| NATIONALITY<br>Malaysian                                                                                                                                                                                  | QUALIFICATION<br>Fellow Member of the Institute of Chartered Accountants                                                                                                                                                                                                                                                                                                                                                                                     |
| POSITION ON THE MAHB BOARD<br>Independent Non-Executive Director                                                                                                                                          | DATE FIRST APPOINTED TO THE MAHB BOARD<br>1 December 2003                                                                                                                                                                                                                                                                                                                                                                                                    |
| MEMBERSHIP OF MAHB BOARD COMMITTEES<br><ul style="list-style-type: none"> <li>● Board Nomination Committee (Chairman)</li> <li>● Board Audit Committee</li> <li>● Board Remuneration Committee</li> </ul> | WORKING EXPERIENCE<br><ul style="list-style-type: none"> <li>● Partner, Hanafiah Raslan &amp; Mohamad (1970-1999)</li> <li>● Financial Controller, Malayawata Steel Berhad (1968-1970)</li> <li>● Tutor in Accounting, University of Malaya (1966-1967)</li> <li>● Chief Accountant, Federal Agricultural Marketing Authority (1966-1967)</li> </ul>                                                                                                         |
| OCCUPATION<br>Company Director                                                                                                                                                                            | ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES<br><ul style="list-style-type: none"> <li>● Chase Perdana Berhad</li> <li>● Keramat Tin Dredging Berhad</li> <li>● Malaysia Smelting Corporation Berhad</li> <li>● Berjuntai Tin Dredging Berhad</li> <li>● Pembinaan Jayabumi (Sarawak) Berhad</li> <li>● KUB Malaysia Berhad</li> <li>● Negara Properties (M) Berhad</li> <li>● Mentakab Rubber Company (Malaya) Berhad</li> <li>● Sitt Tatt Berhad</li> </ul> |
| SECURITIES HOLDINGS IN MAHB AND ITS SUBSIDIARIES<br>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<br>Nil                                                                                                                                                                                                                                                                                            |
| LIST OF CONVICTIONS FOR OFFENCES WITHIN THE PAST 10 YEARS OTHER THAN TRAFFIC OFFENCES, IF ANY<br>Not Applicable                                                                                           | NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR<br>1/1 (100%)                                                                                                                                                                                                                                                                                                                                                                                   |

|                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NAME<br><b>Eshah binti Meor Suleiman</b>                                                                                                                                                                                                                                                                           | AGE<br>49                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| NATIONALITY<br>Malaysian                                                                                                                                                                                                                                                                                           | QUALIFICATION<br><ul style="list-style-type: none"> <li>● Masters in Business Administration (Finance) from Oklahoma City University, USA</li> <li>● Bachelor of Economics (Hons.) Degree from University Malaya</li> </ul>                                                                                                                                                                                                                                                                                                                                    |
| POSITION ON THE MAHB BOARD<br>Non-Independent Non-Executive Director                                                                                                                                                                                                                                               | DATE FIRST APPOINTED TO THE MAHB BOARD<br>29 January 2004                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| MEMBERSHIP OF MAHB BOARD COMMITTEES<br><ul style="list-style-type: none"> <li>● Board Finance &amp; Investment Committee</li> <li>● Board Risk Management Committee</li> <li>● Board Nomination Committee</li> <li>● Board Remuneration Committee</li> <li>● Board Planning &amp; Development Committee</li> </ul> | WORKING EXPERIENCE<br><ul style="list-style-type: none"> <li>● Deputy Under Secretary MKD Division, Ministry of Finance ("MOF") (August, 2003 – current)</li> <li>● Principal Assistant Secretary, Finance Division, MOF (1995 to July 2003)</li> <li>● Assistant Secretary Public Service Department (1993-1994)</li> <li>● Assistant Secretary, Government Procurement Management Division, MOF (mid-1991 to 1992)</li> <li>● Assistant Director, Macro Economics Section, Economic Planning Unit, Prime Minister's Department (1981 to mid-1991)</li> </ul> |
| OCCUPATION<br>Deputy Under Secretary, MKD Division, MOF                                                                                                                                                                                                                                                            | ANY OTHER DIRECTORSHIPS IN PUBLIC COMPANIES<br>Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| SECURITIES HOLDINGS IN MAHB AND ITS SUBSIDIARIES<br>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<br>Nil                                                                                                                                                                                                                                                                                                                                                                                              |
| LIST OF CONVICTIONS FOR OFFENCES WITHIN THE PAST 10 YEARS OTHER THAN TRAFFIC OFFENCES, IF ANY<br>Not Applicable                                                                                                                                                                                                    | NUMBER OF MAHB BOARD MEETINGS ATTENDED IN THE FINANCIAL YEAR<br>Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

# Notis mesyuarat agung tahunan

DENGAN INI DIMAKLUMKAN BAHAWA Mesyuarat Agung Tahunan **Malaysia Airports Holdings Berhad** ("MAHB" atau "Syarikat") yang Kelima akan diadakan di Gateway Ballroom, Aras 1, The Pan Pacific Hotel Kuala Lumpur International Airport, Jalan CTA 4B, 64000 KLIA Sepang, Selangor Darul Ehsan pada hari Khamis, 27 Mei 2004 jam 11.00 pagi bagi tujuan-tujuan berikut:

## AGENDA

1. Untuk menerima dan meluluskan Akaun yang telah Diaudit bagi tahun kewangan yang berakhir 31 Disember 2003 bersama dengan Laporan Pengarah dan Laporan Juruaudit yang dilampirkan. **Resolusi 1**
2. Untuk mengisytiharkan dividen akhir sebanyak 2 sen tolak 28% cukai pendapatan bagi tahun kewangan berakhir 31 Disember 2003. **Resolusi 2**
3. Untuk meluluskan pembayaran yuran para Pengarah bagi tahun kewangan berakhir 31 Disember 2003. **Resolusi 3**
4. Untuk melantik semula para Pengarah berikut yang akan bersara menurut Artikel 129 Tataurusan Pertubuhan Syarikat dan oleh kerana layak, menawarkan diri mereka untuk dilantik semula:-
  - i) Tan Sri Datuk Dr. Aris bin Othman **Resolusi 4**
  - ii) Dato' Bashir Ahmad bin Abdul Majid **Resolusi 5**
  - iii) Datuk Alias bin Haji Ahmad **Resolusi 6**
  - iv) Datuk Siti Maslamah binti Osman **Resolusi 7**
  - v) Ahmad Kamal bin Abdullah Al-Yafii **Resolusi 8**
  - vi) Eshah binti Meor Suleiman **Resolusi 9**
5. Untuk melantik semula Tetuan Ernst & Young sebagai Juruaudit Syarikat dan memberi kuasa kepada para Pengarah untuk menetapkan bayaran khidmat mereka. **Resolusi 10**
6. **SEBAGAI URUSAN KHAS**  
 Untuk mempertimbangkan dan jika difikirkan wajar, 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 syarat-syarat dan peraturan-peraturan tertentu bagi tujuan-tujuan tertentu menurut pertimbangan yang difikirkan layak oleh Lembaga Pengarah dengan syarat agregat saham-saham yang akan diterbitkan tidak melebihi sepuluh peratus daripada modal saham terbitan Syarikat pada waktu tersebut.”

#### Resolusi 11

7. Menjalankan sebarang urusan biasa lain yang notis mengenainya telahpun diberikan.

## NOTIS KELAYAKAN DIVIDEN

DENGAN INI DIMAKLUMKAN BAHAWA dividen akhir sebanyak 2 sen tolak 28% cukai pendapatan bagi tahun kewangan berakhir 31 Disember 2003, jika diluluskan oleh para pemegang saham, akan dibayar pada 28 Jun 2004 kepada para Pendeposit yang nama-nama mereka tercatat di dalam Rekod Pendeposit pada 8 Jun 2004. Seorang Pendeposit akan layak untuk menerima bayaran dividen hanya berhubung dengan:

- a. Saham-saham yang dipindahkan ke dalam akaun sekuriti Pendeposit sebelum pukul 4.00 petang pada 8 Jun 2004 berhubung dengan pindahan biasa; dan
- b. Saham-saham yang dibeli di Malaysia Securities Exchange Berhad atas dasar hak menurut Peraturan Malaysia Securities Exchange Berhad.



Dengan Perintah Lembaga Pengarah

**MORIAMI BINTI MOHD (MAICSA 7031470)**

Setiausaha Syarikat

Subang, Selangor Darul Ehsan

5 Mei 2004

## KETERANGAN UNTUK URUSAN KHAS

Resolusi Biasa yang dicadangkan di bawah perkara 6 dalam 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 peraturan 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 daripada ahli syarikat.
2. Suratcara perlantikan proksi mestilah dalam bentuk bertulis atau dicetak dari pemegang saham atau peguamnya atau jika pemegang saham itu merupakan sebuah badan korporat, ia mesti dimeterai secara bertulis atau dengan cop mohor peguam syarikat tersebut.
3. Suratcara perlantikan tersebut hendaklah didepositkan ke Pejabat Berdaftar Syarikat di Ibu Pejabat MAB, Lapangan Terbang Sultan Abdul Aziz Shah, 47200 Subang, Selangor Darul Ehsan tidak kurang daripada 48 jam sebelum waktu untuk mengadakan mesyuarat atau sebarang penangguhan seterusnya.
4. Pemegang Saham diminta memberi perhatian kepada Syarat-syarat Penyenaraian Malaysia Securities Exchange Berhad, 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.

Penyata Yang Disertakan Bersama Notis Mesyuarat Agung Tahunan Dibuat Menurut Perenggan 8.28(2) Keperluan Penyenaraian Malaysia Securities Exchange Berhad.

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

#### NAMA

**Tan Sri Datuk Dr. Aris bin Othman**

#### WARGANEGARA

Malaysia

#### JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengerusi (Bukan Bebas Bukan Eksekutif)

#### KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Pengurusan Risiko (Pengerusi)
- Lembaga Jawatankuasa Tender (Pengerusi)
- Lembaga Jawatankuasa Perancangan dan Pembangunan (Pengerusi)
- Lembaga Jawatankuasa Kewangan & Pelaburan (Pengerusi)

#### PEKERJAAN

Pengerusi

#### PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

#### SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

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

#### UMUR

59

#### KELULUSAN

- PhD dalam Ekonomi Pembangunan dari Boston University, Boston
- Sarjana dalam Ekonomi Politik dari Boston University, Boston
- Sarjana dalam Ekonomi Pembangunan dari Williams College, Williamstown, Massachusetts
- Sarjana Muda (Kepujian) Analisa Ekonomi dari Universiti Malaya

#### TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

7 Jun 2003

#### PENGALAMAN BEKERJA

- Pengarah Urusan/Ketua Pegawai Eksekutif Bank Pembangunan dan Infrastruktur Malaysia Berhad (7/6/2001-6/6/2003)
- Pengerusi Eksekutif, Bank Pembangunan dan Infrastruktur Malaysia Berhad (7/6/1999-6/6/2001)
- Ketua Setiausaha Perbendaharaan (1998-1999)
- Timbalan Ketua Setiausaha (Dasar) Kementerian Kewangan ("MOF") (1194-1997)
- Pengarah Eksekutif (Kumpulan South-East Asia) Bank Dunia, Washington DC (1991-1994)
- Timbalan Ketua Setiausaha II, MOF (1989-1991)
- Ketua Pengurus Besar (Perancangan Korporat, Subsidiari Kewangan, Perbendaharaan, Sumber Manusia) Bank Bumiputra Malaysia Berhad ("sekarang diambil alih oleh Bumiputra Commerce Bank Berhad") (1986-1989)
- Timbalan Ketua Pengarah (Makro) Unit Perancang Ekonomi ("UPE") (1985-1986)
- Pengarah Kanan (Makro Ekonomi) UPE (1983-1985)
- Pengarah (Pengagihan dan Makro Ekonomi) UPE (1978-1981)
- Ketua Penolong Pengarah (Keseimbangan Kaum, Sekretariat dan Pentadbiran Jawatankuasa Perancangan Pembangunan Negara) UPE (1970-1974)
- Penolong Setiausaha (Ekonomi Makro) UPE (1966-1969)

#### JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

Tiada

#### BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

8/8 (100%)

## NAMA

Dato' Bashir Ahmad bin Abdul Majid

## WARGANEGARA

Malaysia

## JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengarah Urusan

## KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Perancangan dan Pembangunan
- Lembaga Jawatankuasa Pengurusan Risiko
- Lembaga Jawatankuasa Kewangan & Pelaburan

## PEKERJAAN

Pengarah Urusan

## PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

Tiada

## UMUR

54

## KELULUSAN

Sarjana Muda (Kepujian) Sastera jurusan Perhubungan Antarabangsa dari Universiti Malaya

## TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

7 Jun 2003

## PENGALAMAN BEKERJA

- Penasihat Penerbangan kepada Kementerian Pengangkutan (November 2001 hingga Jun 2003)
- Memegang pelbagai jawatan dalam Malaysian Airline System Berhad termasuk Pengarah Perancangan Korporat, Pengarah Komersial, Naib Presiden Kanan, Komersial dan Naib Presiden Eksekutif, Penerbangan dari bulan Jun 1972 hingga November 2001

## JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

Penerbangan Malaysia Berhad

## SEBARANG HUBUNGAN KEKELUARGAAN DENGAN PENGARAH DAN/ATAU PEMEGANG SAHAM UTAMA MAHB ATAU SEBARANG SYARIKAT YANG MEMPUNYAI URUSNIAGA DENGAN MAHB ATAU SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

8/8 (100%)

## NAMA

**Datuk Alias bin Haji Ahmad**

## WARGANEGARA

Malaysia

## JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengarah Bebas Bukan Eksekutif

## KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Ganjaran (Pengerusi)
- Lembaga Jawatankuasa Pencalonan
- Lembaga Jawatankuasa Tender

## PEKERJAAN

Pengarah Syarikat

## PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

Tiada

## UMUR

56

## KELULUSAN

Sarjana Muda (Kepujian) Sastera jurusan Ekonomi dan Sosiologi dari Universiti Malaya

## TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

1 Disember 2003

## PENGALAMAN BEKERJA

- Timbalan Ketua Setiausaha (Kewangan) Kementerian Kesihatan (2001-Julai 2003)
- Setiausaha Persekutuan untuk Sabah (1999-April 2001)
- Pelbagai jawatan kanan di Kementerian Pertahanan (1988-1998)
- Pengarah Latihan Vokasional di Jabatan Tenaga Manusia dan kemudiannya Kementerian Buruh (1987)
- Pegawai Khas kepada Kementerian Perdagangan dan Industri (1984-1987)
- Pegawai Khas kepada Kementerian Kewangan (1976-1984)
- Penolong Setiausaha (Kewangan) Perbendaharaan (1972-1975)

## JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

Kris Components Berhad

## SEBARANG HUBUNGAN KEKELUARGAAN DENGAN PENGARAH DAN/ATAU PEMEGANG SAHAM UTAMA MAHB ATAU SEBARANG SYARIKAT YANG MEMPUNYAI URUSNIAGA DENGAN MAHB ATAU SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

1/1 (100%)

## NAMA

**Datuk Siti Maslamah binti Osman**

## WARGANEGARA

Malaysia

## JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengarah Bebas Bukan Eksekutif

## KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Audit (Pengerusi)
- Lembaga Jawatankuasa Pencalonan
- Lembaga Jawatankuasa Ganjaran
- Lembaga Jawatankuasa Kewangan & Pelaburan

## PEKERJAAN

Pengarah Syarikat

## PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

Tiada

## UMUR

56

## KELULUSAN

Ahli Fellow The Chartered Institute of Management Accountants (United Kingdom)

## TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

1 Disember 2003

## PENGALAMAN BEKERJA

- Akauntan Negara (2000-2003)
- Timbalan Akauntan Negara (Operasi) (2000)
- Timbalan Akauntan Negara (Pengurusan) (1996-2000)
- Pengarah, Perkhidmatan Teknologi Maklumat, Jabatan Akauntan Negara (1992-1995)
- Penolong Pengurus Projek Unit Pemodenan Perakaunan, Jabatan Akauntan Negara (1984-1992)
- Pengurus Kewangan, Bank Simpanan Nasional (1981-1984)
- Akauntan Perbendaharaan Kanan, Jabatan Akauntan Negara (1975-1981)
- Akauntan Perbendaharaan Jabatan Telekom Malaysia (1972-1975)

## JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

Avenue Capital Resources Berhad  
BIMB Holding Berhad  
Bank Islam Malaysia Berhad

## SEBARANG HUBUNGAN KEKELUARGAAN DENGAN PENGARAH DAN/ATAU PEMEGANG SAHAM UTAMA MAHB ATAU SEBARANG SYARIKAT YANG MEMPUNYAI URUSNIAGA DENGAN MAHB ATAU SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

1/1 (100%)

## NAMA

**Ahmad Kamal bin Abdullah Al-Yafii**

## WARGANEGARA

Malaysia

## JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengarah Bebas Bukan Eksekutif

## KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Pencalonan (Pengerusi)
- Lembaga Jawatankuasa Audit
- Lembaga Jawatankuasa Ganjaran

## PEKERJAAN

Pengarah Syarikat

## PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

Tiada

## UMUR

65

## KELULUSAN

Ahli Fellow The Institute of Chartered Accountants

## TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

1 Disember 2003

## PENGALAMAN BEKERJA

- Rakan Kongsi, Hanafiah Raslan & Mohamad (1970-1999)
- Pengawal Kewangan, Malayawata Steel Bhd. (1968-1970)
- Tutor Perakaunan, Universiti Malaya (1966-1967)
- Ketua Akauntan Lembaga Pemasaran Pertanian Persekutuan (1966-1967)

## JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

- Chase Perdana Berhad
- Keramat Tin Dredging Berhad
- Malaysia Smelting Corporation Berhad
- Berjantai Tin Dredging Berhad
- Pembinaan Jayabumi (Sarawak) Berhad
- KUB Malaysia Berhad
- Negara Properties (M) Berhad
- Mentakab Rubber Company (Malaya) Berhad
- Sitt Tatt Berhad

## SEBARANG HUBUNGAN KEKELUARGAAN DENGAN PENGARAH DAN/ATAU PEMEGANG SAHAM UTAMA MAHB ATAU SEBARANG SYARIKAT YANG MEMPUNYAI URUSNIAGA DENGAN MAHB ATAU SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

1/1 (100%)

## NAMA

Eshah binti Meor Suleiman

## WARGANEGARA

Malaysia

## JAWATAN DALAM LEMBAGA PENGARAH MAHB

Pengaroh Bukan Bebas Bukan Eksekutif

## KEAHLIAN JAWATANKUASA LEMBAGA MAHB

- Lembaga Jawatankuasa Kewangan & Pelaburan
- Lembaga Jawatankuasa Pengurusan Risiko
- Lembaga Jawatankuasa Pencalonan
- Lembaga Jawatankuasa Ganjaran
- Lembaga Jawatankuasa Perancangan dan Pembangunan

## PEKERJAAN

Timbalan Setiausaha Bahagian MKD, MOF

## PEGANGAN SEKURITI DALAM MAHB DAN SYARIKAT-SYARIKAT SUBSIDIARINYA

Tiada

## SENARAI KESALAHAN YANG DISABITKAN DALAM TEMPOH 10 TAHUN LALU SELAIN DARIPADA KESALAHAN TRAFIK, JIKA ADA

Tiada

## UMUR

49

## KELULUSAN

- Sarjana Pentadbiran Perniagaan (Kewangan) dari Oklahoma City University, Amerika Syarikat
- Ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya

## TARIKH MULA DILANTIK KE LEMBAGA PENGARAH MAHB

29 Januari 2004

## PENGALAMAN BEKERJA

- Timbalan Setiausaha Bahagian MKD, Kementerian Kewangan ("MOF") (Ogos 2003 – sekarang)
- Ketua Penolong Setiausaha, Bahagian Kewangan, Kementerian Kewangan (1995 hingga Julai 2003)
- Penolong Setiausaha Jabatan Perkhidmatan Awam (1993-1994)
- Penolong Setiausaha Bahagian Pengurusan Pemerolehan Kerajaan, MOF (Pertengahan tahun 1991-1992)
- Penolong Pengarah (Bahagian Ekonomi Makro) Unit Perancang Ekonomi, Jabatan Perdana Menteri (1981 hingga pertengahan tahun 1991)

## JAWATAN PENGARAH LAIN DALAM SYARIKAT AWAM

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

## BILANGAN MESYUARAT LEMBAGA MAHB YANG DIHADIRI PADA TAHUN KEWANGAN

Tiada

“A PILLOW?”

“ASPIRIN?”

“COFFEE, SIR?”

WE'RE RESPONDING TO OUR CUSTOMERS NEEDS  
BEFORE THEY CAN EVEN ASK.

THAT ISN'T PR.  
IT'S SIMPLY POLITE.

BECAUSE WE'RE CUSTOMERS TOO.

# MALAYSIA AIRPORTS HOLDINGS BERHAD

(All 100% subsidiaries unless stated)

(Semua subsidiari milik 100% kecuali dinyatakan)

## **MALAYSIA AIRPORTS SDN. BHD.**

(230646-U)

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

- 4 international airports (Pulau Pinang, Langkawi, Kuching and Kota Kinabalu)
- 14 domestic airports
- 19 Short Take-off and Landing Ports (STOLports)

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)
- 14 lapangan terbang domestik
- 19 padang terbang (STOLports)

## **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 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.

## **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 (PROPERTIES) SDN. BHD.**

(484656-H)

Investment holding, management and operations of car park, Airside Hotel and Southern Common Amenities all at KLIA, Sepang.

Pemegang pelaburan pengurusan dan pengendalian tempat letak kereta, Hotel Airside 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.

**KL AIRPORT HOTEL SDN. BHD.**

(330863-D)

Owner of the hotel known as Pan Pacific Hotel Kuala Lumpur International Airport.

Pemilik kepada hotel yang dikenali sebagai Pan Pacific Hotel Kuala Lumpur International Airport.

**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 penyenggaraan ke atas *Total Airport Management System* di KLIA serta menjalankan perniagaan ICT.

**ASIA PACIFIC AUCTION  
CENTRE SDN. BHD.**

(488190-H)

Operations and management of an auction centre.

Pengurusan dan pengendalian pusat lelongan.

**SEPANG INTERNATIONAL  
CIRCUIT SDN. BHD.**

(45719-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.

**URUSAN TEKNOLOGI  
WAWASAN SDN. BHD.**

(49%)

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

Penyediaan perkhidmatan kejuruteraan mekanikal, elektrik dan kejuruteraan awam di KLIA, Sepang.

**CAMBODIA AIRPORT  
MANAGEMENT SERVICES  
LIMITED**

(40%)

Operations, management and commercial promotion of the Phnom Penh International Airport and Siem Reap International Airport in Cambodia.

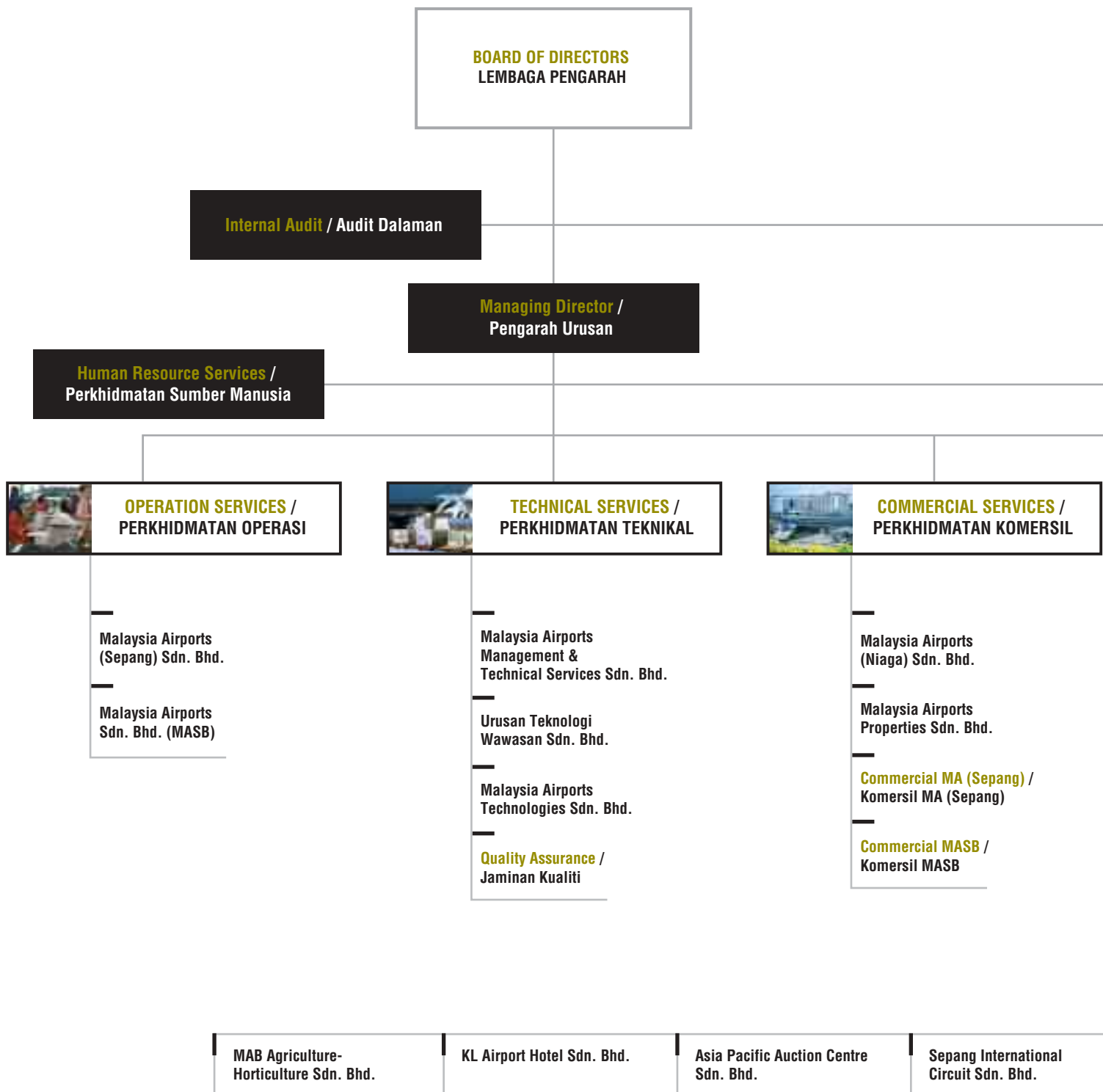
Pengendalian, pengurusan dan promosi komersil Lapangan Terbang Antarabangsa Phnom Penh dan Lapangan Terbang Antarabangsa Siem Reap di Kemboja.

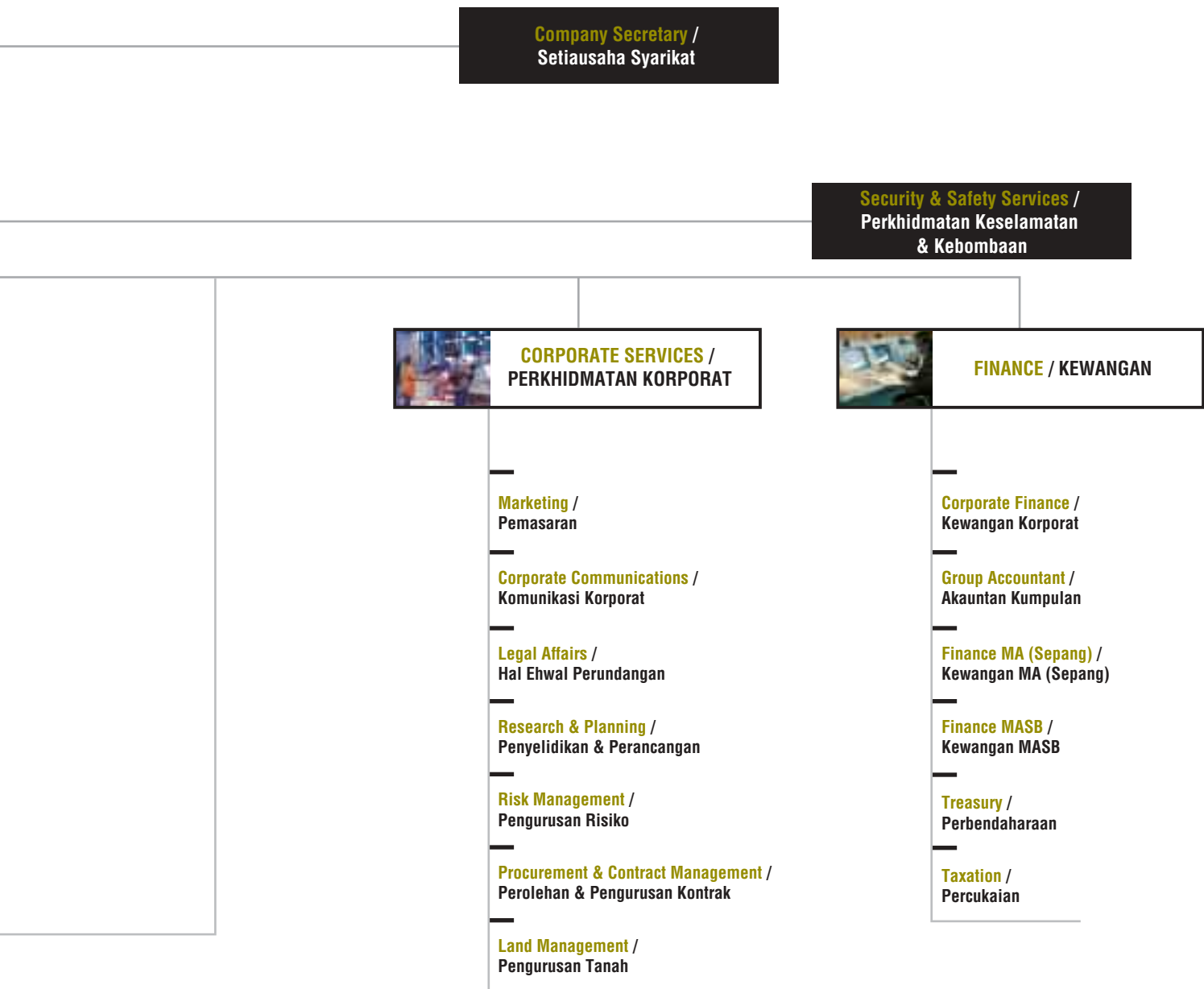
**KUALA LUMPUR AVIATION  
FUELLING SYSTEM  
SDN. BHD.**

(20%)

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

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





## BOARD OF DIRECTORS • Lembaga Pengarah

Tan Sri Datuk Dr. Aris bin Othman

(Chairman / Pengerusi)

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 7 June / Jun 2003)

Dato' Bashir Ahmad bin Abdul Majid

(Managing Director / Pengarah Urusan)

(Non-Independent Executive Director / Pengarah Bukan Bebas Eksekutif)

(Appointed w.e.f. / Dilantik pada 7 June / Jun 2003)

Dato' Zaharaah binti Shaari

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

Datuk Alias bin Haji Ahmad

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 1 December / Disember 2003)

Datuk Siti Maslamah binti Osman

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 1 December / Disember 2003)

Ahmad Kamal bin Abdullah Al-Yafii

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 1 December / Disember 2003)

Eshah binti Meor Suleiman

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Ceased as Alternate Director to / Berhenti sebagai Pengarah Gantian

kepada Dato' Izzuddin bin Dali on / pada 7 June / Jun 2003 and

Appointed as Director w.e.f. / dan Dilantik sebagai Pengarah pada

29 January / Januari 2004)

Gho Peng Seng

(Alternate Director to / Pengarah Silih Ganti kepada

Eshah binti Meor Suleiman)

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 1 March / Mac 2004)

Long See Wool

(Alternate Director to / Pengarah Silih Ganti kepada Dato' Zaharaah binti Shaari)

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Appointed w.e.f. / Dilantik pada 1 March / Mac 2004)

Tan Sri Dato' Haji Basir bin Ismail

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Retired w.e.f. / Bersara pada 7 June / Jun 2003)

Dato' Izzuddin bin Dali

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 7 June / Jun 2003)

Tan Sri Dato' Zaki bin Tun Azmi

(Non-Independent Non-Executive Director /

Pengarah Bukan Bebas Bukan Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 1 December / Disember 2003)

Tan Sri Dato' Thong Yaw Hong

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 1 December / Disember 2003)

Datuk Mohamed Adnan bin Ali

(Independent Non-Executive Director / Pengarah Bebas Bukan Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 1 December / Disember 2003)

Dato' Adnan bin Shamsuddin

(Non-Independent Executive Director / Pengarah Bukan Bebas Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 30 April 2003)

Rosman bin Abdullah

(Non-Independent Executive Director / Pengarah Bukan Bebas Eksekutif)

(Resigned w.e.f. / Meletak jawatan pada 4 July / Julai 2003)

## COMPANY SECRETARY • Setiausaha Syarikat

Moriambi binti Mohd (MAICSA 7031470)

### ● SHARE REGISTRAR •

#### Pendaftar Syarikat

Securities Services (Holdings) Sdn. Bhd.

Level 7, Menara Milenium

Pusat Bandar Damansara

Damansara Heights

50490 Kuala Lumpur

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Fax : 603-2094 9940/2095 0292

### ● PRINCIPAL BANKERS •

#### Bank-bank Utama

Malayan Banking Berhad

Bumiputra-Commerce Bank Berhad

### ● AUDITORS • Juruaudit

Messrs. Ernst & Young

Level 23A, Menara Milenium

Jalan Damanlela

Pusat Bandar Damansara

50490 Kuala Lumpur

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Fax : 603-2095 5332

### ● REGISTERED OFFICE •

#### Pejabat Berdaftar

Head Office of MAB

Sultan Abdul Aziz Shah Airport

47200 Subang

Selangor Darul Ehsan

Tel : 603-7846 7777

Fax : 603-7845 2254

Website : [www.klia.com.my](http://www.klia.com.my)

E-mail : [moriami@malaysiaairports.com.my](mailto:moriami@malaysiaairports.com.my)

### ● STOCK EXCHANGE LISTING •

#### Penyenaraian di Bursa Saham

Main Board of Malaysia Securities Exchange Berhad

Papan Utama Malaysia Securities Exchange Berhad



C21-C27

C31-C37

Kaunter Pertukaran A  
Transfer Counter A

WALK

RUN

RELAX

UNLIKE SOME OF OUR CUSTOMERS,  
AT MALAYSIA AIRPORTS, WE'RE PREPARED  
FOR ANY EVENTUALITY.

WE'RE NOT PSYCHIC.  
AND IT ISN'T FENG SHUI.

WE CALL IT UNDERSTANDING.

# directors' profile

## profil pengarah

**TAN SRI DATUK DR. ARIS BIN OTHMAN**  
CHAIRMAN,  
NON-INDEPENDENT NON-EXECUTIVE  
PENGGERUSI,  
PENGARAH BUKAN BEBAS BUKAN EKSEKUTIF

Tan Sri Datuk Dr. Aris bin Othman, aged 59 and a Malaysian, was appointed to the Board of MAHB as a Non-Independent Non-Executive Director and Chairman of MAHB on 7 June 2003. He holds a Bachelor (Hons) in Analytical Economics from University of Malaya, Masters in Development Economics from Williams College, Williamstown, Massachusetts and Masters in Political Economy from Boston University, Boston. He also holds a PhD in Development Economics from Boston University, Boston.

He has served as Assistant Secretary (Macro-Economics) Economic Planning Unit ("EPU"), Principal Assistant Director (Racial Balance, National Development Planning Committee Secretariat and Administration) EPU, Director (Distribution and Macro-Economics) EPU, Senior Director (Macro-Economics) EPU, Deputy Director-General (Macro) EPU, Chief General Manager (Corporate Planning, Financial Subsidiaries, Treasury, Human Resource) Bank Bumiputra Malaysia Berhad ("now taken over by Bumiputra Commerce Bank Berhad"), Deputy Secretary General II, Ministry of Finance ("MOF"), Executive Director (South-East Asia Group) The World Bank, Washington DC, Deputy Secretary General (Policy) MOF and thereafter being elevated to the position of Secretary General of Treasury. He was formerly the Executive Chairman of Bank Pembangunan dan Infrastruktur Malaysia Berhad (7 June 1999 to 6 June 2001) and Managing Director/Chief Executive Officer of the same bank (7 June 2001 to 6 June 2003) before being appointed as Chairman of MAHB.

Tan Sri Datuk Dr. Aris chairs the Board Tender Committee, Board Finance & Investment Committee, Board Planning and Development Committee and Board Risk Management Committee of MAHB.

Tan Sri Datuk Dr. Aris has attended 8 out of 8 Board Meetings held during the financial year since his appointment to the Board of Directors of MAHB.



Tan Sri Datuk Dr. Aris bin Othman, berusia 59 tahun dan seorang warganegara Malaysia, telah dilantik menganggotai Lembaga Pengarah MAHB sebagai Pengarah Bukan Bebas Bukan Eksekutif dan Pengerusi MAHB pada 7 Jun 2003. Beliau berkelulusan ijazah Sarjana Muda (Kepujian) jurusan Analisa Ekonomi dari Universiti Malaya, Sarjana dalam Ekonomi Pembangunan dari Williams College, Williamstown, Massachusetts, Amerika Syarikat dan Sarjana dalam Ekonomi Politik dari Boston University, Boston. Beliau turut memiliki Ph.D dalam Ekonomi Pembangunan dari Boston University, Boston.

Beliau berkhidmat sebagai Penolong Setiausaha (Ekonomi Makro) Unit Perancang Ekonomi ("EPU"), Ketua Penolong Pengarah (Keseimbangan Kaum, Sekretariat dan Pentadbiran Jawatankuasa Perancangan Pembangunan Negara) EPU, Pengarah (Pengagihan dan Makro Ekonomi) EPU, Pengarah Kanan (Makro Ekonomi) EPU, Timbalan Ketua Pengarah (Makro) EPU, Ketua Pengurus Besar (Perancangan Korporat, Subsidiari Kewangan, Perbendaharaan, Sumber

Manusia) Bank Bumiputra Malaysia Berhad ("sekarang diambil alih oleh Bumiputra Commerce Bank Berhad"), Timbalan Ketua Setiausaha II, Kementerian Kewangan ("MOF"), Pengarah Eksekutif (Kumpulan Asia Tenggara) Bank Dunia, Washington DC, Timbalan Ketua Setiausaha (Dasar) MOF dan kemudiannya dinaikkan ke jawatan Ketua Setiausaha Perbendaharaan. Beliau pernah menyandang jawatan Pengerusi Eksekutif Bank Pembangunan dan Infrastruktur Malaysia Berhad (7 Jun 1999 hingga 6 Jun 2001) dan Pengarah Urusan/Ketua Pegawai Eksekutif bank yang sama (7 Jun 2001 hingga 6 Jun 2003) sebelum dilantik sebagai Pengerusi MAHB.

Tan Sri Datuk Dr. Aris mengperkerusi Lembaga Jawatankuasa Tender, Lembaga Jawatankuasa Kewangan & Pelaburan, Lembaga Jawatankuasa Perancangan dan Pembangunan dan Lembaga Jawatankuasa Pengurusan Risiko MAHB.

Tan Sri Datuk Dr. Aris telah menghadiri 8 daripada 8 Mesyuarat Lembaga Pengarah yang diadakan sepanjang tahun kewangan sejak perlantikan beliau ke Lembaga Pengarah MAHB.



**DATO' BASHIR AHMAD BIN ABDUL MAJID**  
 MANAGING DIRECTOR, NON-INDEPENDENT EXECUTIVE  
 PENGARAH URUSAN, BUKAN BEBAS EKSEKUTIF

Dato' Bashir Ahmad bin Abdul Majid, aged 54 and a Malaysian was appointed as Managing Director of MAHB on 7 June 2003. He graduated from University of Malaya with a Bachelor of Arts Degree (Honours) majoring in International Relations.

He has held various senior positions in Malaysian Airline System Berhad ("MAS") within the 29 years of service in the said organization which includes Director of Corporate Planning, Commercial Director, Senior Vice-President Commercial and Executive Vice-President Airline. Prior to his current employment, he was the aviation advisor to the Ministry of Transport.

Dato' Bashir Ahmad bin Abdul Majid, berusia 54 tahun dan seorang warganegara Malaysia, telah dilantik sebagai Pengarah Urusan MAHB pada 7 Jun 2003. Beliau berkelulusan Ijazah Sarjana Muda Sastera (Kepujian) jurusan Perhubungan Antarabangsa dari Universiti Malaya.

Dalam tempoh 29 tahun perkhidmatan beliau di Malaysian Airline System Berhad ("MAS"), beliau telah memegang pelbagai jawatan kanan termasuk Pengarah Perancangan Korporat, Pengarah Komersial, Naib Presiden Kanan, Komersial dan Naib Presiden Eksekutif, Penerbangan. Sebelum menyandang tugas sekarang, beliau merupakan penasihat penerbangan Kementerian Pengangkutan.

Dato' Bashir Ahmad sits on the Board Finance and Investment Committee, Board Risk Management Committee and Board Planning and Development Committee of MAHB. Currently, he also sits on the board of Penerbangan Malaysia Berhad.

Dato' Bashir Ahmad has attended 8 out of 8 Board Meetings held during the financial year since his appointment to the Board of Directors of MAHB.

Dato' Bashir Ahmad menganggotai Lembaga Jawatankuasa Kewangan dan Pelaburan, Lembaga Jawatankuasa Pengurusan Risiko dan Lembaga Jawatankuasa Perancangan dan Pembangunan MAHB. Buat masa ini, beliau turut menganggotai lembaga pengarah Penerbangan Malaysia Berhad.

Dato' Bashir Ahmad telah menghadiri 8 daripada 8 Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan sejak perlantikan beliau ke Lembaga Pengarah MAHB.



## **DATO' ZAHARAAH BINTI SHAARI**

**NON-INDEPENDENT NON-EXECUTIVE**

**BUKAN BEBAS BUKAN EKSEKUTIF**

Dato' Zaharaah binti Shaari, berusia 54 tahun dan seorang warganegara Malaysia, telah dilantik sebagai Pengarah Bukan Bebas Bukan Eksekutif Lembaga Pengarah MAHB pada tahun 1999. Beliau berkelulusan Sarjana Muda Sastera (Kepujian) dari Universiti Malaya pada tahun 1971 dan kemudian memperolehi Sarjana Sains Perancangan & Pengurusan Pengangkutan 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 dinaikkan ke jawatan Pengarah Bahagian Pengangkutan Udara dan Hal Ehwal Antarabangsa dan kemudiannya ke jawatan Setiausaha Rendah Penerbangan di Kementerian Pengangkutan. Pada tahun 1989, beliau dilantik sebagai Timbalan Pengarah Belanjawan, Kementerian Kewangan dan seterusnya sebagai Pengarah Belanjawan pada tahun 1996 sebelum menyandang jawatannya sekarang sebagai Ketua Setiausaha di Kementerian Pengangkutan pada tahun 1999.

Beliau menganggotai Lembaga Jawatankuasa Audit, Lembaga Jawatankuasa Tender, Lembaga Jawatankuasa Pengurusan Risiko, Lembaga Jawatankuasa Perancangan dan Pembangunan. Dato' Zaharaah adalah Pengarah Malaysian Airline System Berhad dan Penerbangan Malaysia Berhad. Beliau juga merupakan Pengerusi Bintulu Port Authority, Ipoh Cargo Terminal Sdn. Bhd. dan Perbadanan Aset Keretapi serta Timbalan Pengerusi Pelabuhan Johor dan Port of Tanjung Pelepas Authority.

Dato' Zaharaah telah menghadiri 12 daripada 14 Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan ini.



Eshah binti Meor Suleiman, aged 49 and a Malaysian, was appointed to the Board of MAHB on 29 January 2004 as a Non-Independent Non-Executive Director. She was previously the Alternate Director to Dato' Izzuddin bin Dali from April 2000 to June 2003. She holds a Bachelor of Economics (Hon.) Degree from University Malaya and a Masters in Business Administration (Finance) from Oklahoma City University, USA.

She has served as Assistant Director (Macro Economic Section) Economic Planning Unit, Assistant Secretary, Government Procurement Management Division, Ministry of Finance ("MOF"), Assistant Secretary, Public Service Department and Principal Assistant Secretary, Finance Division, MOF. She was promoted to her current position as Deputy Under Secretary MKD Division, MOF in August, 2003.

Eshah binti Meor Suleiman sits on the Board Nomination Committee, Board Remuneration Committee, Board Finance & Investment Committee, Board Risk Management Committee and Board Planning and Development Committee.

She also sits on the Board of Malaysia Airports (Sepang) Sdn. Bhd., a wholly-owned subsidiary of MAHB, since April 2000.

Eshah binti Meor Suleiman, berusia 49 tahun dan seorang warganegara Malaysia, dilantik menganggotai Lembaga Pengarah MAHB pada 29 Januari 2004 sebagai Pengarah Bukan Bebas Bukan Eksekutif. Sebelum ini, beliau merupakan Pengarah Silih Ganti kepada Dato' Izzuddin bin Dali dari April 2000 hingga Jun 2003. Beliau berkelulusan Ijazah Sarjana Muda Ekonomi (Kepujian) dari Universiti Malaya dan Sarjana Pentadbiran Perniagaan (Kewangan) dari Oklahoma City University, Amerika Syarikat.

Beliau pernah berkhidmat sebagai Penolong Pengarah (Bahagian Ekonomi Makro) Unit Perancang Ekonomi, Penolong Setiausaha Bahagian Pengurusan Pemerolehan Kerajaan, Kementerian Kewangan ("MOF"), Penolong Setiausaha Jabatan Perkhidmatan Awam dan Ketua Penolong Setiausaha, Bahagian Kewangan, MOF. Beliau dinaikkan ke jawatan sekarang sebagai Timbalan Setiausaha Bahagian MKD, Kementerian Kewangan pada Ogos, 2003.

Eshah binti Meor Suleiman menganggotai Lembaga Jawatankuasa Pencalonan, Lembaga Jawatankuasa Ganjaran, Lembaga Jawatankuasa Kewangan & Pelaburan, Lembaga Jawatankuasa Pengurusan Risiko serta Lembaga Jawatankuasa Perancangan dan Pembangunan.

Beliau turut menganggotai Lembaga Pengarah Malaysia Airports (Sepang) Sdn. Bhd., sebuah syarikat subsidiari milik penuh MAHB sejak April 2000.

## **ESHAH BINTI MEOR SULEIMAN**

**NON-INDEPENDENT NON-EXECUTIVE**

**BUKAN BEBAS BUKAN EKSEKUTIF**

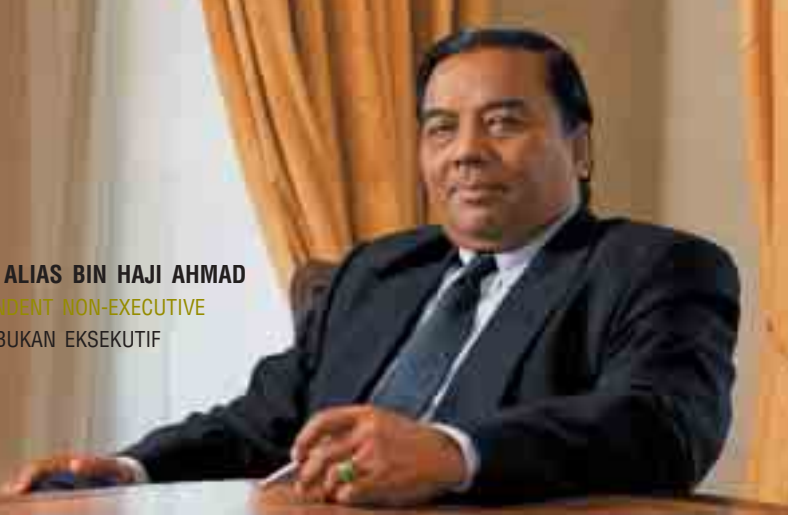
Dato' Zaharaah binti Shaari, aged 54 and a Malaysian was appointed as Non-Independent Non-Executive Director to the Board of MAHB in 1999. She graduated with a Bachelor of Arts (Hons) from University of Malaya in 1971 and later obtained a Master of Science in Transport Planning & Management from the Polytechnic of Central London, United Kingdom.

She began her working career with the Ministry of Transport ("MOT") 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 was promoted to Director of the Air Transport and International Affairs Division and subsequently to the post of Under Secretary of Aviation in MOT. She was appointed as Deputy Director of Budget in Ministry of Finance in 1989 and subsequently as Director of Budget in 1996 before assuming her present position as Secretary-General to MOT in 1999.

Dato' Zaharaah sits on the Board Audit Committee, Board Tender Committee, Board Risk Management Committee and Board Planning and Development Committee of MAHB. Dato' Zaharaah is a Director of Malaysian Airline System Berhad and Penerbangan Malaysia Berhad. She is also the chairman of Bintulu Port Authority, Ipoh Cargo Terminal Sdn. Bhd. and Railway Asset Corporation and Deputy-Chairman of Johore Port and Port of Tanjung Pelepas Authority.

Dato' Zaharaah has attended 12 out of 14 Board Meetings held during the financial year.

**DATUK ALIAS BIN HAJI AHMAD**  
 INDEPENDENT NON-EXECUTIVE  
 BEBAS BUKAN EKSEKUTIF



Datuk Alias bin Haji Ahmad, aged 56 and a Malaysian, was appointed to the Board of MAHB as an Independent Non-Executive Director on 1 December 2003. He holds a Bachelor of Arts (Honours) Degree in Economics and Sociology from University of Malaya.

He has served as Assistant Secretary (Finance), Treasury, Special Officer to the Ministry of Finance, Special Officer to the Ministry of Trade and Industry, Director of Vocational Training at the Manpower Department and then the Ministry of Labour, various senior positions in the Ministry of

Defence and Federal Secretary for Sabah. He was formerly the Deputy Secretary General (Finance) of the Ministry of Health before retiring in July 2003.

Datuk Alias chairs the Board Remuneration Committee and sits on the Board Nomination Committee and Board Tender Committee of MAHB. Datuk Alias also sits on the Board of Kris Components Berhad.

Datuk Alias has attended 1 out of 1 Board Meeting held during the financial year since his appointment to the Board of Directors of MAHB.

Datuk Alias bin Haji Ahmad, berusia 56 tahun dan seorang warganegara Malaysia, telah dilantik ke Lembaga Pengarah MAHB sebagai Pengarah Bebas Bukan Eksekutif pada 1 Disember 2003. Beliau berkelulusan ijazah Sarjana Muda Sastera (Kepujian) jurusan Ekonomi dan Sosiologi dari Universiti Malaya.

Beliau pernah berkhidmat sebagai Penolong Setiausaha (Kewangan) Perbendaharaan, Pegawai Khas kepada Kementerian Kewangan, Pegawai Khas kepada Kementerian Perdagangan dan Industri, Pengarah Latihan Vokasional di Jabatan Tenaga Manusia dan kemudiannya Kementerian Buruh, pelbagai jawatan kanan di Kementerian Pertahanan dan Setiausaha Persekutuan untuk Sabah. Beliau juga pernah menyandang jawatan Timbalan Ketua Setiausaha (Kewangan) Kementerian Kesihatan sebelum bersara pada Julai 2003.

Datuk Alias menjadi pengerusi Lembaga Jawatankuasa Ganjaran dan menganggotai Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Tender MAHB. Datuk Alias turut menjadi ahli Lembaga Kris Components Berhad.

Datuk Alias telah menghadiri 1 daripada 1 Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan sejak perantikan beliau ke Lembaga Pengarah MAHB.



**DATUK SITI MASLAMAH BINTI OSMAN**  
 INDEPENDENT NON-EXECUTIVE  
 BEBAS BUKAN EKSEKUTIF

Datuk Siti Maslamah binti Osman, aged 56 and a Malaysian, was appointed as an Independent Non-Executive Director of MAHB on 1 December 2003. She is a Fellow member of The Chartered Institute of Management Accountants (United Kingdom).

Datuk Siti Maslamah was formerly the Treasury Accountant of Jabatan Telekom Malaysia, Senior Treasury Accountant of Accountant General Department, Finance Manager of Bank Simpanan Nasional, Assistant Project Manager of Unit Permodenan Perakaunan, Accountant General Department, Director, Information Technology Services of Accountant General Department and Deputy Accountant General (Management). She was

Datuk Siti Maslamah binti Osman, berusia 56 tahun dan seorang warganegara Malaysia, telah dilantik sebagai Pengarah Bebas Bukan Eksekutif MAHB pada 1 Disember 2003. Beliau adalah ahli Fellow The Chartered Institute of Management Accountants (United Kingdom).

Sebelum ini, Datuk Siti Maslamah merupakan Akauntan Perbendaharaan Jabatan Telekom Malaysia, Akauntan Perbendaharaan Kanan di Jabatan Akauntan Negara, Pengurus Kewangan Bank Simpanan Nasional, Penolong Pengurus Projek Unit Pemodenan Perakaunan di Jabatan Akauntan Negara, Pengarah, Perkhidmatan Teknologi Maklumat di Jabatan Akauntan Negara dan Timbalan Ketua Akauntan (Pengurusan). Beliau dilantik sebagai Timbalan

appointed as Deputy Accountant General (Operation) in 1996. She was elevated to the position of Accountant General in October, 2000 before retiring in 2003.

Datuk Siti Maslamah chairs the Board Audit Committee and sits on the Board Remuneration Committee, Board Nomination Committee and Board Finance & Investment Committee of MAHB. She is also a director of Avenue Capital Resources Berhad, BIMB Holding Berhad and Bank Islam Malaysia Berhad.

Datuk Siti Maslamah has attended 1 out of 1 Board Meeting held during the financial year since her appointment to the Board of Directors of MAHB.

Akauntan Negara (Operasi) pada 1996 dan telah dinaikkan ke jawatan Akauntan Negara pada Oktober 2000 sebelum bersara pada 2003.

Datuk Siti Maslamah menjadi Pengerusi Lembaga Jawatankuasa Audit dan menganggotai Lembaga Jawatankuasa Ganjaran, Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Kewangan & Pelaburan MAHB. Beliau juga merupakan pengarah Avenue Capital Resources Berhad, BIMB Holding Berhad dan Bank Islam Malaysia Berhad.

Datuk Siti telah menghadiri 1 daripada 1 Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan sejak perantikan beliau ke Lembaga Pengarah MAHB.



**AHMAD KAMAL BIN ABDULLAH AL-YAFII**  
**INDEPENDENT NON-EXECUTIVE**  
**BEBAS BUKAN EKSEKUTIF**

Ahmad Kamal bin Abdullah Al-Yafii, aged 65 and a Malaysian, was appointed as an Independent Non-Executive Director of MAHB on 1 December 2003. He is an accountant by profession and a Fellow member of The Institute of Chartered Accountants (England & Wales).

He was formerly the Chief Accountant of Federal Agricultural Marketing Authority, tutor in Accountancy in University Malaya and a Financial Controller in Malayawata Steel Bhd. He later became a partner of Hanafiah Raslan & Mohamad in 1970 before retiring in November 1999. Ahmad Kamal bin Abdullah Al-Yafii also sits on the Board of several other public listed companies which includes Chase Perdana Berhad, Keramat Tin Dredging Berhad, Malaysia Smelting Corporation Berhad, Berjuntai Tin Dredging Berhad, Pembinaan Jayabumi (Sarawak) Berhad, KUB Malaysia Berhad, Negara Properties (M) Berhad, Mentakab Rubber Company (Malaya) Berhad and Sitt Tatt Berhad.

He chairs the Board Nomination Committee and sits on the Board Audit Committee and Board Remuneration Committee of MAHB.

Ahmad Kamal bin Abdullah Al-Yafii has attended 1 out of 1 Board Meeting held during the financial year since his appointment to the Board of Directors of MAHB.

Ahmad Kamal bin Abdullah Al-Yafii, berusia 65 tahun dan seorang warganegara Malaysia, telah dilantik sebagai Pengarah Bebas Bukan Eksekutif MAHB pada 1 Disember 2003. Beliau adalah seorang akauntan profesional dan ahli Fellow The Institute of Chartered Accountants (England & Wales).

Sebelum ini, beliau pernah menyandang jawatan Ketua Akauntan Lembaga Pemasaran Pertanian Persekutuan, tutor Perakaunan di Universiti Malaya dan Pengawal Kewangan di Malayawata Steel Bhd. Beliau menjadi rakan kongsi di Hanafiah Raslan & Mohamad pada tahun 1970 sebelum bersara pada bulan November 1999.

Ahmad Kamal bin Abdullah Al-Yafii turut menganggotai Lembaga Pengarah beberapa syarikat senarai awam termasuk Chase Perdana Berhad, Keramat Tin Dredging Berhad, Malaysia Smelting Corporation Berhad, Berjuntai Tin Dredging Berhad, Pembinaan Jayabumi (Sarawak) Berhad, KUB Malaysia Berhad, Negara Properties (M) Berhad, Mentakab Rubber Company (Malaya) Berhad dan Sitt Tatt Berhad.

Beliau menjadi pengerusi Lembaga Jawatankuasa Pencalonan dan menganggotai Lembaga Jawatankuasa Audit dan Lembaga Jawatankuasa Ganjaran MAHB.

Ahmad Kamal bin Abdullah Al-Yafii telah menghadiri 1 daripada 1 Mesyuarat Lembaga yang diadakan sepanjang tahun kewangan sejak perlantikan beliau ke Lembaga Pengarah MAHB.



**GHO PENG SENG**  
**ALTERNATE DIRECTOR TO**  
**ESHAH BINTI MEOR SULEIMAN**  
**PENGARAH SILIH GANTI KEPADA**  
**ESHAH BINTI MEOR SULEIMAN**

Gho Peng Seng, aged 46 and a Malaysian, was appointed to the Board of MAHB on 1 March 2004 as an Alternate Director to Eshah binti Meor Suleiman. He holds a Bachelor of Arts (Hons) majoring in Economics from University of Malaya and a Masters in Development Economics from Vanderbilt University, United States of America.

He has served as an Assistant Secretary, Ministry of Defence and Assistant Secretary, Ministry of Agriculture. He was appointed as Principal Assistant Secretary, Ministry of Finance since June 1998.

Gho Peng Seng also sits on the Board of Technology Park Malaysia Berhad.



## LONG SEE WOOL

ALTERNATE DIRECTOR TO DATO' ZAHARA AH BINTI SHAARI  
PENGARAH SILIH GANTI KEPADA DATO' ZAHARA AH  
BINTI SHAARI

Long See Wool, aged 49 and a Malaysian, was appointed to the Board of MAHB on 1 March 2004 as an Alternate Director to Dato' Zahara ah Binti Shaari. He holds a Bachelor of Arts (Hons) from University of Malaya and a Diploma in Public Administration from Intan.

He has served as an Assistant Secretary (Air Transport) and Principal Assistant Secretary (Airport Development) of Aviation Division, Ministry of Transport ("MOT"). Long See Wool was appointed as Under Secretary (Aviation), Aviation Division, MOT since 16 May 2002.

Long See Wool also sits on the Board of Malaysia Airports (Sepang) Sdn. Bhd. and Malaysia Airports Sdn. Bhd., both are wholly-owned subsidiaries of MAHB, since December 2002.

Gho Peng Seng, berusia 46 tahun dan seorang warganegara Malaysia, telah dilantik ke Lembaga MAHB pada 1 Mac 2004 sebagai Pengarah Silih Ganti kepada Eshah binti Meor Suleiman. Beliau berkelulusan ijazah Sarjana Muda Sastera (Kepujian) mengkhusus dalam Ekonomi dari Universiti Malaya dan Sarjana dalam jurusan Ekonomi Pembangunan dari Vanderbilt University, Amerika Syarikat.

Gho pernah berkhidmat sebagai Penolong Setiausaha Kementerian Pertahanan dan Penolong Setiausaha, Kementerian Pertanian. Beliau dilantik sebagai Ketua Penolong Setiausaha, Kementerian Kewangan sejak bulan Jun, 1998.

Gho turut menganggotai Lembaga Pengarah Technology Park Malaysia Berhad.

Long See Wool, berusia 49 tahun dan seorang warganegara Malaysia, telah dilantik menganggotai Lembaga Pengarah MAHB pada 1 Mac 2004 sebagai Pengarah Silih Ganti kepada Dato' Zahara ah Binti Shaari. Beliau berkelulusan ijazah Sarjana Muda Sastera (Kepujian) dari Universiti Malaya dan Diploma dalam Pentadbiran Awam dari INTAN.

Beliau pernah berkhidmat sebagai Penolong Setiausaha (Pengkangkutan Udara) dan Ketua Penolong Setiausaha (Pembangunan Lapangan Terbang) Bahagian Penerbangan, Kementerian Pengangkutan ("MOT"). Long See Wool telah dilantik sebagai Setiausaha Rendah (Penerbangan), Bahagian Penerbangan, MOT sejak 16 Mei 2002.

Long See Wool turut menganggotai Lembaga Pengarah Malaysia Airports (Sepang) Sdn. Bhd. dan Malaysia Airports Sdn. Bhd., kedua-duanya merupakan syarikat subsidiari milik penuh MAHB, sejak Disember 2002.

Mori ami binti Mohd, aged 31 and a Malaysian, is currently the Company Secretary for MAHB and its Group of Companies including an Associate Company in Cambodia, Cambodia Airport Management Services Ltd. She is an Associate member of the Institute of Chartered Secretaries and Administrators. Prior to joining the Group in 2000, she was working with Securities Services (Holdings) Sdn. Bhd. since 1995.

Mori ami binti Mohd is also the Secretary for all seven (7) Board Committees of MAHB namely Board Audit Committee, Board Nomination Committee, Board Remuneration Committee, Board Finance & Investment Committee, Board Risk Management Committee, Board Tender Committee and Board Planning & Development Committee.

She is also the Secretary of the Management Committee of MAHB.

Mori ami binti Mohd, berusia 31 tahun dan seorang warganegara Malaysia, kini merupakan Setiausaha Syarikat MAHB serta Syarikat-syarikat dalam Kumpulannya termasuk Syarikat Bersekutu di Kemboja, Cambodia Airport Management Services Ltd. Beliau adalah ahli bersekutu Institute of Chartered Secretaries and Administrators. Beliau dahulunya bekerja dengan Securities Services (Holdings) Sdn. Bhd. sebelum menyertai Kumpulan ini pada tahun 2000.

Mori ami binti Mohd juga merupakan Setiausaha bagi kesemua tujuh (7) Lembaga Jawatankuasa MAHB iaitu Lembaga Jawatankuasa Audit, Lembaga Jawatankuasa Pencilonan, Lembaga Jawatankuasa Ganjaran, Lembaga Jawatankuasa Kewangan & Pelaburan, Lembaga Jawatankuasa Pengurusan Risiko, Lembaga Jawatankuasa Tender dan Lembaga Jawatankuasa Perancangan & Pembangunan.

Beliau juga merupakan Setiausaha Jawatankuasa Pengurusan MAHB.



**MORIAMI BINTI MOHD** MAICSA 7031470  
COMPANY SECRETARY  
SETIAUSAHA SYARIKAT

*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).*

THERE ARE MANY LEVELS  
TO THE WORD "DEMANDING".

OUR CUSTOMERS KNOW ALL OF THEM.  
EXCEPT FOR ONE.

WHAT WE DEMAND OF OURSELVES.



TOMORROW

TODAY

YESTERDAY

The Board of Directors of Malaysia Airports Holdings Berhad (“MAHB” or “the Company”) fully appreciates the importance of adopting high standards of corporate governance within the Group.

As such, the Board remains committed to its efforts to implement and attain the highest standards of corporate governance throughout the Group. Good corporate governance is a fundamental part of the Board’s responsibility to protect and enhance long-term shareholders’ value whilst taking into account the interest of other stakeholders. The Board continues to undertake additional measures as recommended by the Malaysian Code on Corporate Governance in order to enhance its corporate governance practices and to comply with the Listing Requirements of Malaysia Securities Exchange Berhad (“Listing Requirements of MSEB”).

Lembaga Pengarah Malaysia Airports Holdings Berhad (“MAHB” atau “Syarikat”) mengakui sepenuhnya kepentingan untuk menerima pakai piawaian tadbir urus korporat pada tahap yang tinggi dalam Kumpulan.

Oleh yang demikian, Lembaga Pengarah kekal komited terhadap usahanya melaksana dan mencapai piawaian tadbir urus korporat tertinggi di seluruh Kumpulan. Tadbir urus korporat yang baik merupakan bahagian asas dalam tanggungjawab Lembaga Pengarah bagi melindungi dan mempertingkatkan nilai jangka panjang pemegang saham dan pada masa yang sama, mengambil kira kepentingan para pemegang kepentingan lain. Lembaga Pengarah terus mengambil langkah tambahan seperti yang disyorkan oleh Kod Malaysia berhubung Tadbir Urus Korporat bagi mempertingkatkan amalan tadbir urus korporatnya dan mematuhi Keperluan Penyenaraian Malaysia Securities Exchange Berhad (“Keperluan Penyenaraian MSEB”).



## Statement on Corporate governance

### Penyata Tadbir Urus Korporat

#### A. DIRECTORS • Pengarah

##### The Board

The Board plays a primary role in corporate governance by formulating the strategic planning of the Group, steering the Group in the proper direction to achieve its objectives, overseeing the conduct of the Group’s businesses to ensure that these are properly managed, identifying and managing the risks affecting the Group and reviewing the adequacy and integrity of the Group’s system of internal control. The Board also ensures orderly succession of management within the Group and that the Company maintains an effective information and communications system with its shareholders and the investing public.

##### Lembaga Pengarah

Lembaga Pengarah memainkan peranan utama dalam tadbir urus korporat dengan merumus perancangan strategik Kumpulan, menerajui Kumpulan ke hala tuju yang sesuai untuk mencapai objektifnya, mengawasi amalan perniagaan Kumpulan bagi memastikan supaya ia diurus dengan sebaik mungkin, mengenalpasti dan menangani risiko yang memberi kesan kepada Kumpulan dan mengkaji kecukupan serta integriti sistem kawalan dalaman Kumpulan. Lembaga Pengarah juga memastikan penggantian pengurusan dalam Kumpulan berjalan lancar dan supaya Syarikat mengekalkan satu sistem maklumat dan komunikasi yang berkesan dengan para pemegang sahamnya dan masyarakat pelabur.





### Board Balance

The Board's structure is important to assure its continuous effectiveness. There is a well-balanced composition of the Board in which the substantial shareholders are adequately represented whilst protecting the interest of the minority shareholders.

The year 2003 saw the appointment of Y.Bhg. Tan Sri Datuk Dr. Aris bin Othman and Y.Bhg. Dato' Bashir Ahmad bin Abdul Majid as the new Chairman and Managing Director of MAHB, respectively. The appointments were made following the retirement of Y.Bhg. Tan Sri Dato' Haji Basir bin Ismail as Chairman of MAHB.

The two (2) Executive Directors of MAHB namely Y.Bhg. Dato' Adnan bin Shamsuddin and Rosman bin Abdullah, and a director, Y.Bhg. Dato' Izzuddin bin Dali resigned during the financial year under review. Subsequently, Y.Bhg. Datuk Alias bin Ahmad, Y.Bhg. Datuk Siti Maslamah binti Osman and Ahmad Kamal bin Abdullah Al-Yafii, have been appointed to the Board as Independent Non-Executive directors replacing Y.Bhg. Tan Sri Dato' Thong Yaw Hong, Y.Bhg. Tan Sri Dato' Zaki bin Tun Azmi and Y.Bhg. Datuk Mohamed Adnan bin Ali effective 1 December 2003. The newly appointed

### Keseimbangan Lembaga Pengarah

Struktur Lembaga Pengarah adalah penting bagi memastikan keberkesanan yang berterusan. Lembaga Pengarah mempunyai komposisi yang seimbang di mana para pemegang saham utama diwakili dengan sewajarnya dan pada masa yang sama melindungi kepentingan para pemegang saham minoriti.

Tahun 2003 menyaksikan perantikan Y.Bhg. Tan Sri Datuk Dr. Aris bin Othman sebagai Pengerusi dan Y.Bhg. Dato' Bashir Ahmad bin Abdul Majid sebagai Pengarah Urusan MAHB. Perantikan tersebut dibuat berikutan persaraan Y.Bhg. Tan Sri Dato' Haji Basir bin Ismail sebagai Pengerusi MAHB.

Kedua-dua Pengarah Eksekutif MAHB, iaitu Y.Bhg. Dato' Adnan bin Shamsuddin dan Rosman bin Abdullah, serta seorang lagi pengarah, iaitu Y.Bhg. Dato' Izzuddin bin Dali, telah meletak jawatan pada tahun kewangan yang ditinjau. Manakala Y.Bhg. Datuk Alias bin Ahmad, Y.Bhg. Datuk Siti Maslamah binti Osman dan Ahmad Kamal bin Abdullah Al-Yafii, telah dilantik sebagai ahli lembaga pengarah Bebas Bukan Eksekutif menggantikan Y.Bhg. Tan Sri Dato' Thong Yaw Hong, Y.Bhg. Tan Sri Dato' Zaki bin Tun Azmi dan Y.Bhg. Datuk Mohamed Adnan bin Ali, berkuatkuasa 1 Disember 2003.

## statement on corporate governance penyata tadbir urus korporat

directors through their varied experience and qualification in accounting and economics continually provide effective contribution and support to the functions of the Board. The Independent Directors play an important role in objectively assessing the feasibility of business proposals and strategies put forward by Management.

Eshah binti Meor Suleiman, who was previously the Alternate Director to Y.Bhg. Dato' Izzuddin bin Dali, was appointed as Director of MAHB representing Minister of Finance (Incorporated) on 29 January 2004.

There is a clear division of responsibility between the Chairman and Managing Director to maintain a balance of power and authority. In order to ensure this balance, the positions of the Chairman and Managing Director are held by separate members of the Board. The Chairman is primarily responsible for the orderly conduct and working of the Board whilst the Managing Director is 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 Managing Director's indepth knowledge of the Group's affairs contributes significantly towards managing the direction of the Group to achieve its goals and objectives.

The Board currently has seven (7) Directors comprising three (3) Independent Non-Executive directors, three (3) Non-Independent Non-Executive directors and one (1) Managing Director. The composition of the Board is in compliance with the Listing Requirements of MSEC which requires that at least one-third (1/3) of the Board to be Independent Directors. A brief profile of each director is presented on pages 30 to 35 of this Annual Report.

Berasaskan kepada kepelbagaian pengalaman dan kelayakan dalam bidang perakaunan serta ekonomi, para pengarah yang baru dilantik ini diyakini akan terus memberi sumbangan dan sokongan yang berkesan kepada fungsi Lembaga Pengarah. Para Pengarah Bebas memainkan peranan penting dalam penilaian secara objektif berhubung daya maju cadangan-cadangan perniagaan dan strategi yang diketengahkan oleh pihak Pengurusan.

Eshah binti Meor Sulaiman yang dahulunya merupakan Pengarah Silih Ganti kepada Y.Bhg. Dato' Izzuddin bin Dali, telah dilantik sebagai Pengarah MAHB mewakili Menteri Kewangan (Diperbadankan) pada 29 Januari 2004.

Terdapat pembahagian tanggungjawab yang jelas antara Pengerusi dan Pengarah Urusan bagi mengekalkan keseimbangan kuasa dan autoriti. Bagi memastikan kesimbangan tersebut, jawatan Pengerusi dan Pengarah Urusan dipegang oleh ahli Lembaga Pengarah yang berlainan. Tanggungjawab utama Pengerusi adalah untuk memastikan kelancaran perjalanan dan fungsi Lembaga Pengarah, sementara Pengarah Urusan pula bertanggungjawab melaksanakan dasar dan keputusan Lembaga Pengarah, mengawasi operasi serta menyelaras pembangunan dan pelaksanaan strategi perniagaan dan korporat. Pengetahuan mendalam Pengarah Urusan berhubung hal ehwal Kumpulan memberi sumbangan yang besar terhadap pengurusan hala tuju Kumpulan bagi mencapai matlamat dan objektifnya.

Lembaga Pengarah pada masa ini dianggotai oleh tujuh (7) orang ahli yang terdiri daripada tiga (3) pengarah Bebas Bukan Eksekutif, tiga (3) pengarah Bukan Bebas Bukan Eksekutif dan seorang (1) Pengarah Urusan. Komposisi Lembaga Pengarah mematuhi Keperluan Penyenaraian MSEC yang memerlukan supaya sekurang-kurangnya satu per tiga daripada Lembaga Pengarah adalah Pengarah Bebas. Profil ringkas setiap pengarah dibentangkan di muka surat 30 hingga 35 dalam Laporan Tahunan ini.

### Directors' Training

All the directors have attended and successfully completed the Mandatory Accreditation Programme conducted by KLSE Training Sdn. Bhd., a wholly-owned subsidiary of Kuala Lumpur Stock Exchange Berhad. The directors will continue to attend Continuous Education Programme as required by the Listing Requirements of MSEC.

### Meetings and Attendance

The Board meets once a month with additional meetings convened as and when necessary. During the financial year ended 31 December 2003, twelve (12) Board Meetings and two (2) Special Board Meetings were held. All of the Directors proportionately attended more than 50% of the Board Meetings held for the full financial year.

The attendance history of each director during the financial year is as follows:-

### Directors

#### Pengarah-pengarah

Tan Sri Datuk Dr. Aris bin Othman (*Appointed w.e.f./diantik berkuatkuasa 7 June/Jun 2003*)

Dato' Bashir Ahmad bin Abdul Majid (*Appointed w.e.f./diantik berkuatkuasa 7 June/Jun 2003*)

Dato' Zaharaah binti Shaari

Datuk Alias bin Haji Ahmad (*Appointed w.e.f./diantik berkuatkuasa 1 December/Disember 2003*)

Datuk Siti Maslamah binti Osman (*Appointed w.e.f./diantik berkuatkuasa 1 December/Disember 2003*)

Ahmad Kamal bin Abdullah Al-Yafii (*Appointed w.e.f./diantik berkuatkuasa 1 December/Disember 2003*)

Tan Sri Dato' Haji Basir bin Ismail (*Resigned w.e.f./meletak jawatan berkuatkuasa 7 June/Jun 2003*)

Dato' Izzuddin bin Dali (*Resigned w.e.f./bersara berkuatkuasa 7 June/Jun 2003*)  
(*Alternate Director/Pengarah Silih Ganti Eshah binti Meor Suleiman attended 3 Board Meetings / menghadiri 3 Mesyuarat Lembaga*)

Tan Sri Dato' Thong Yaw Hong (*Resigned w.e.f./meletak jawatan berkuatkuasa 1 December/Disember 2003*)

Tan Sri Dato' Zaki bin Tun Azmi (*Resigned w.e.f./meletak jawatan berkuatkuasa 1 December/Disember 2003*)

Datuk Mohamed Adnan bin Ali (*Resigned w.e.f./meletak jawatan berkuatkuasa 1 December/Disember 2003*)

Dato' Adnan bin Shamsuddin (*Resigned w.e.f./meletak jawatan berkuatkuasa 30 April 2003*)

Rosman bin Abdullah (*Resigned w.e.f./meletak jawatan berkuatkuasa 4 July/Julai 2003*)

### Pendidikan Berterusan untuk Pengarah

Semua pengarah telah menghadiri dan berjaya menamatkan Program Pertauliahan Mandatori yang dijalankan oleh KLSE Training Sdn. Bhd., sebuah syarikat subsidiari milik penuh Kuala Lumpur Stock Exchange Berhad. Para pengarah akan terus menghadiri Program Pendidikan Berterusan seperti yang dikehendaki oleh Keperluan Penyenaraian MSEC.

### Mesyuarat dan Kehadiran

Lembaga Pengarah bermesyuarat setiap bulan, dengan mesyuarat tambahan diadakan apabila perlu. Pada tahun kewangan berakhir 31 Disember 2003, dua belas (12) Mesyuarat Lembaga Pengarah dan dua (2) Mesyuarat Khas Lembaga Pengarah telah diadakan. Semua Pengarah, secara nisbahnya, telah menghadiri lebih daripada 50% Mesyuarat Lembaga Pengarah yang diadakan bagi tahun kewangan penuh.

Kehadiran setiap pengarah ke Mesyuarat Lembaga pada tahun kewangan yang ditinjau adalah seperti berikut:-

**No. of Meetings  
Attended Held  
Bil. Mesyuarat  
Dihadiri Diadakan**

|    |    |
|----|----|
| 8  | 8  |
| 8  | 8  |
| 12 | 14 |
| 1  | 1  |
| 1  | 1  |
| 1  | 1  |
| 6  | 6  |
| 3  | 6  |
| 12 | 13 |
| 11 | 13 |
| 12 | 13 |
| 3  | 4  |
| 3  | 4  |

**Note:** The number of meetings held are applicable meetings for each director and varied on their dates of appointment.

**Nota:** Bilangan mesyuarat yang diadakan adalah mesyuarat yang berkenaan bagi setiap pengarah dan berbeza mengikut tarikh perantukan mereka.

## statement on corporate governance penyata tadbir urus korporat

At each Board Meeting, the Board deliberates on a formal schedule of matters reserved specifically for the Board's deliberations and approval which include, inter alia, the Group's financial statements and results for each quarter, the monthly performance of the Group's businesses as against budgets, policies and strategic issues affecting the Group's business and acquisition and disposal of assets of the Company and its subsidiaries that are material to the Company.

The Board also considers the principal risks affecting the business of the Group and measures that could be taken to mitigate such risks. A yearly audit planning memorandum submitted by the External Auditors to the Board Audit Committee sets out the Strengths, Weaknesses, Opportunities and Threats (SWOT) Analysis of the Group which identifies and highlights the possible options that could be implemented to mitigate the impact of business risks. The External Auditors also, on an annual basis, issue a Management Letter raising issues affecting the business operations of the Group. The Board addresses and monitors risks and concerns affecting the Group through the Committees that had been established by the Board.

### Access to Information and Advice

The directors have full and unrestricted access to all information pertaining to the Group's business and affairs to enable them to discharge their duties. Prior to the Board meetings, all directors timely receive the agenda together with a full set of Board papers containing information relevant to the business of the meeting.

All directors have full access to the advice and services of the Company Secretary of the Group. The Board recognises the enhanced role of the Company Secretary in maintaining good corporate governance, in terms of ensuring that procedures are adhered to at all times during meetings, advising the Board on matters pertaining to directors' responsibilities under the respective legislations and regulations and compliance with the relevant laws, guidelines and regulations.

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

Pada setiap Mesyuarat Lembaga Pengarah, Lembaga Pengarah berbincang berdasarkan jadual formal berhubung hal-hal yang dikhususkan untuk diperbincang dan diluluskan oleh Lembaga Pengarah. Hal-hal ini antara lain termasuk, penyata kewangan dan keputusan bagi setiap suku tahunan Kumpulan, prestasi bulanan perniagaan Kumpulan berbanding belanjawan, isu-isu berhubung dasar dan strategi yang memberi kesan kepada perniagaan Kumpulan dan aktiviti perolehan dan penjualan aset Syarikat dan subsidiari yang memberi kesan ketara.

Lembaga Pengarah turut membincangkan risiko-risiko utama yang menjejaskan perniagaan Kumpulan dan langkah-langkah yang boleh diambil untuk mengurangkan risiko tersebut. Memorandum perancangan audit tahunan yang diserahkan oleh Juruaudit Luar kepada Lembaga Jawatankuasa Audit membentangkan Analisis Kekuatan, Kelemahan, Peluang dan Ancaman (SWOT) bagi Kumpulan yang mengenalpasti dan mengetengahkan pelbagai pilihan yang mungkin boleh dilaksanakan untuk mengurangkan kesan risiko perniagaan. Setiap tahun, Juruaudit Luar turut mengeluarkan Surat Pengurusan yang membangkitkan isu-isu yang mempengaruhi operasi perniagaan Kumpulan. Lembaga Pengarah menangani dan memantau risiko serta masalah yang mendatangkan kesan kepada Kumpulan melalui Jawatankuasa-jawatankuasa yang telah ditubuhkan oleh Lembaga Pengarah.

### Akses kepada Maklumat dan Nasihat

Para pengarah mempunyai akses penuh dan tidak terhad kepada semua maklumat berkaitan perniagaan dan hal ehwal Kumpulan untuk membolehkan mereka menjalankan tugas. Sebelum mesyuarat Lembaga Pengarah diadakan, semua pengarah menerima agenda tepat pada masanya bersama-sama dengan satu set lengkap kertas-kertas Lembaga Pengarah yang mengandungi maklumat berkaitan hal-hal mesyuarat.

Semua pengarah mempunyai akses penuh kepada nasihat dan khidmat Setiausaha Syarikat Kumpulan. Lembaga Pengarah mengiktiraf peningkatan peranan Setiausaha Syarikat dalam mengekalkan tadbir urus korporat yang baik, dari sudut memastikan supaya prosedur sewaktu mesyuarat dipatuhi sepanjang masa, menasihati lembaga pengarah berhubung perkara-perkara berkaitan tanggungjawab pengarah di bawah perundangan dan peraturan masing-masing serta pematuhan terhadap undang-undang, garis panduan dan peraturan yang berkaitan.

Dalam menjalankan tugas mereka, para pengarah boleh mendapatkan nasihat profesional bebas dari perundingcara luar dengan perbelanjaan ditanggung oleh Syarikat, jika perlu.

### Appointments to the Board

The Board Nomination Committee and Board Remuneration Committee select and propose to the Board suitable candidates for appointment as Director in MAHB and its significant subsidiary companies. Appointment to the Board of MAHB is made either by the Special Shareholder (under Article 111 (1) of the Company's Articles of Association) or by the Board of Directors (under Article 109 (1) of the Company's Articles of Association).

The Board Nomination Committee was established on 30 August 2001. The Committee's membership comprise exclusively of non-executive directors, the majority of whom are independent. Present membership of the committee is shown on page 45 of this Statement.

The Nomination Committee's responsibilities also includes the following and such other responsibilities as may be determined by the Board:

- To consider and make recommendation Directors to fill the seats of Board Committees
- To review and make recommendation on an annual basis, the required mix of skill and experience and other qualities, including core competencies which the directors should possess
- To make recommendation for the implementation of a process for the annual assessment of the effectiveness of the Board as a whole and the contribution of each Director
- To consider and make recommendation for the promotion of General Manager and above for the Group.

During the financial year under review, the Board Nomination Committee has considered the nominations of Y.Bhg. Tan Sri Datuk Dr. Aris bin Othman as the new Chairman of MAHB, Y.Bhg. Dato' Bashir Ahmad bin Abdul Majid as Managing Director of MAHB and the appointment of other Directors of MAHB and the significant subsidiaries of the Group.

### Perlantikan ke Lembaga Pengarah

Lembaga Jawatankuasa Pencalonan dan Lembaga Jawatankuasa Imbuan memilih dan mencadangkan kepada Lembaga Pengarah, calon-calon yang sesuai untuk dilantik sebagai Pengarah MAHB dan syarikat-syarikat subsidiari utamanya. Perlantikan ke Lembaga Pengarah MAHB dibuat sama ada oleh Pemegang Saham Khas (di bawah Artikel 111 (1) Tataurus Pertubuhan Syarikat) atau oleh Lembaga Pengarah (di bawah Artikel 109 (1) Tataurus Pertubuhan Syarikat).

Lembaga Jawatankuasa Pencalonan ditubuhkan pada 30 Ogos 2001. Keahlian Jawatankuasa tersebut secara eksklusif terdiri daripada para pengarah bukan eksekutif, yang majoritinya adalah bebas. Keahlian Jawatankuasa tersebut pada masa ini dibentangkan di muka surat 45 dalam Laporan Tahunan ini.

Tanggungjawab Jawatankuasa Pencalonan turut meliputi perkara-perkara berikut dan tanggungjawab-tanggungjawab lain sebagaimana yang ditentukan oleh Lembaga Pengarah:

- Mempertimbang dan mengesyorkan para Pengarah untuk mengisi jawatan dalam Lembaga-lembaga Jawatankuasa
- Mengkaji dan mengesyorkan setiap tahun, campuran kemahiran dan pengalaman serta ciri-ciri lain yang diperlukan, termasuk kecekapan teras yang perlu ada pada para pengarah
- Mengesyorkan proses pelaksanaan bagi penilaian tahunan berhubung keberkesanan Lembaga Pengarah secara keseluruhan dan sumbangan setiap Pengarah
- Mempertimbang dan mengesyorkan kenaikan pangkat bagi jawatan Pengurus Besar ke atas untuk Kumpulan.

Pada tahun kewangan yang ditinjau, Lembaga Jawatankuasa Pencalonan telah mempertimbangkan pencalonan Y.Bhg. Tan Sri Datuk Dr. Aris bin Othman sebagai Pengerusi baru MAHB, Y.Bhg. Dato' Bashir Ahmad bin Abdul Majid sebagai Pengarah Urusan MAHB dan perlantikan Pengarah-pengarah MAHB yang lain dan syarikat-syarikat subsidiari utama Kumpulan.

## statement on corporate governance penyata tadbir urus korporat

### 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.

Details of directors seeking re-election at the forthcoming AGM are disclosed in the Statement Accompanying the Notice of AGM in this Annual Report.

### Board Committees

The Board of Directors has delegated specific responsibilities to the following Board Committees which operate within clearly defined terms of reference:-

### Perlantikan Semula Pengarah-pengarah

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

Butir-butir pengarah yang akan dilantik semula pada Mesyuarat Agung Tahunan yang akan datang dibentangkan dalam Penyata Mengiringi Notis Mesyuarat Agung Tahunan dalam Laporan Tahunan ini.

### Jawatankuasa Pengarah

Lembaga Pengarah telah membahagikan tanggungjawab tertentu kepada Lembaga Jawatankuasa Pengarah berikut yang beroperasi dalam bidang kuasa yang ditakrif dengan jelas:-

#### Board Committees • Lembaga Jawatankuasa

#### Key Functions • Fungsi Utama

##### Board Audit Committee ("BAC")

Lembaga Jawatankuasa Audit ("BAC")

Explained on pages 54 to 55 of this annual report

Dinyatakan di muka surat 54 hingga 55 dalam Laporan Tahunan ini

##### Board Remuneration Committee ("BRC")

Lembaga Jawatankuasa Ganjaran ("BRC")

Explained on page 45 of this annual report

Dinyatakan di muka surat 45 dalam Laporan Tahunan ini

##### Board Nomination Committee ("BNC")

Lembaga Jawatankuasa Pencalonan ("BNC")

Explained on page 45 of this annual report

Dinyatakan di muka surat 45 dalam Laporan Tahunan ini

##### Board Finance & Investment Committee ("BF&IC")

Lembaga Jawatankuasa Kewangan & Pelaburan ("BF&IC")

Review and monitor the financial performance of the Group and monitor the investment policy and portfolio of the Group

Mengkaji dan memantau prestasi kewangan Kumpulan dan memantau dasar dan portfolio pelaburan Kumpulan

##### Board Risk Management Committee ("BRMC")

Lembaga Jawatankuasa Pengurusan Risiko ("BRMC")

Oversee the overall risk management strategy of the Group

Mengawasi keseluruhan strategi pengurusan risiko Kumpulan

##### Board Planning and Development Committee ("BP&DC")

Lembaga Jawatankuasa Perancangan dan Pembangunan ("BP&DC")

Oversees the planning and development aspects of the Group's domestic and international projects and ventures

Mengawasi aspek perancangan dan pembangunan projek-projek penglibatan Kumpulan di dalam negeri dan di peringkat antarabangsa

##### Board Tender Committee ("BTC")

Lembaga Jawatankuasa Tender ("BTC")

To approve tender amount of up to RM10.0 million

Meluluskan tender sehingga RM10.0 juta

The Chairmen of various committees will report the outcome of the committee meetings to the Board 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 current memberships of each of the committees are summarised as follows:-

Pengerusi jawatankuasa-jawatankuasa tersebut akan melaporkan keputusan mesyuarat-mesyuarat jawatankuasa kepada Lembaga Pengarah dan laporan tersebut kemudiannya akan disertakan ke dalam minit mesyuarat Lembaga Pengarah. Jawatankuasa-jawatankuasa ini dibentuk bertujuan untuk mempertingkatkan kecekapan serta nilai perniagaan dan operasi. Sebelum jawatankuasa-jawatankuasa ini ditubuhkan, fungsi mereka secara keseluruhannya dilaksanakan oleh Lembaga Pengarah.

Keahlian bagi setiap jawatankuasa pada masa ini adalah seperti yang dinyatakan dengan ringkas di bawah:-



#### Directors • Pengarah

|                                    | BAC | BRC | BNC | BF&IC | BRMC | BP&DC | BTC |
|------------------------------------|-----|-----|-----|-------|------|-------|-----|
| Tan Sri Datuk Dr. Aris bin Othman  |     |     |     | C     | C    | C     | C   |
| Dato' Bashir Ahmad bin Abdul Majid |     |     |     | M     | M    | M     |     |
| Dato' Zaharaah binti Shaari        | M   |     |     |       | M    | M     | M   |
| Eshah binti Meor Sulaiman          |     | M   | M   | M     | M    | M     |     |
| Datuk Alias bin Haji Ahmad         |     | C   | M   |       |      |       | M   |
| Datuk Siti Maslamah binti Osman    | C   | M   | M   | M     |      |       |     |
| Ahmad Kamal bin Abdullah Al-Yafii  | M   | M   | C   |       |      |       |     |

**Note / Nota :** C : Chairman / Pengerusi  
M : Member / Ahli

## B. DIRECTORS' REMUNERATION • Ganjaran Pengarah

The Board 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 above.

The committee is authorised 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 and to recommend the revised salary for new appointments of General Manager and above for the Group. The component parts of the remuneration are structured so as to link rewards to corporate and individual performance.

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 atas.

Jawatankuasa diberi kuasa untuk mengkaji, menilai dan mengesyor kepada Lembaga Pengarah pakej ganjaran pengarah eksekutif dalam semua bentuk, dengan nasihat profesional bebas lain jika perlu, dan untuk mengesyorkan semakan gaji bagi perantikan baru jawatan Pengurus Besar ke atas Kumpulan. Komponen ganjaran disusun untuk mengaitkan imbuhan dengan prestasi korporat dan individu.

## statement on corporate governance penyata tadbir urus korporat

The Executive Director's remuneration comprises of basic salary. Other customary benefits to the Group are made available as appropriate.

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. The calibre of Non-Executive Directors serving the Company is essential in setting and maintaining the standards of Corporate Governance. As such, the remuneration package proposed to the Non-Executive Directors of the Company should be appreciable to attract and retain calibre Directors to effectively manage the operations of the Group.

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

Ganjaran Pengarah Eksekutif terdiri daripada gaji asas. Lain-lain ganjaran biasa diberi mengikut kesesuaian.

Ganjaran para pengarah bukan eksekutif terdiri daripada yuran dan elaun. Penentuan ganjaran tersebut disesuaikan dengan peranan dan tanggungjawab yang diharapkan daripada mereka termasuk sebarang kerja dan sumbangan tambahan yang diperlukan. Kepakaran para Pengarah Bukan Eksekutif kepada Syarikat adalah penting dalam menetapkan dan mengekalkan piawaian Tadbir Urus Korporat. Oleh itu, pakej ganjaran yang dicadangkan untuk para Pengarah Bukan Eksekutif Syarikat hendaklah mampu menarik dan mengekalkan para Pengarah yang mempunyai kepakaran untuk mengurus operasi Kumpulan dengan berkesan.

Butir-butir jumlah ganjaran pada tahun kewangan yang dinyatakan mengikut kategori Pengarah adalah seperti berikut:-

|                                                       | Salary, Bonus and Other emoluments<br>Gaji Asas, Bonus dan Emolumen lain (RM) | Fees & Allowance<br>Yuran & Elaun (RM) | Benefits in kind<br>Manfaat Seumpamanya (RM) | Total<br>Jumlah (RM) |
|-------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------|----------------------------------------------|----------------------|
| Executive Directors /<br>Pengarah Eksekutif*          | 784,648                                                                       | —                                      | 36,908                                       | <b>821,556</b>       |
| Non-Executive Directors /<br>Pengarah Bukan Eksekutif | 100,00                                                                        | 391,400                                | 140,066                                      | <b>631,466</b>       |

\* comprised of two (2) Executive Directors and a Managing Director / terdiri daripada dua (2) orang Pengarah Eksekutif dan seorang Pengarah Urusan

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.

Lembaga Pengarah memilih untuk tidak menyatakan ganjaran bagi setiap individu pengarah seperti yang disarankan oleh Amalan Terbaik Kod. Lembaga Pengarah percaya bahawa maklumat tersebut tidak akan memberi kesan terhadap pemahaman dan penilaian tadbir urus Kumpulan.

## C. SHAREHOLDERS • Pemegang Saham

### Dialogue with Investors

The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company. As part of the Board's practise of good governance, the Board ensures timely announcements to MSED and disseminate material information which are clear, accurate and contain sufficient information to enable the shareholders and investors to make informed decisions. The Company adheres to the requirements concerning disclosure as laid down in the Listing Requirements of MSED which include among others the timely release of quarterly financial results, change in the composition of the Board and thorough dissemination of material information affecting the Group. The Board ensures that all formal queries by MSED and other regulatory authorities are expeditiously responded.

Briefings for fund managers, institutional investors and investment analysts are occasionally held after the quarterly financial results are released to the MSED. 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 and 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.

The Annual Report is printed in English as well as Bahasa Malaysia to reach out to a wider audience of investors and shareholders.

The shareholders are encouraged to raise questions both about the resolutions being proposed or about the Group's operations in general. The right to participate and vote at the AGM of the Company is an invaluable asset of shareholders and institutional investors which provide to influence the direction and management of the Company. Shareholders who are unable to attend are allowed to appoint proxies to attend and vote on their behalf. Representatives of Management and the Auditors are also present to answer questions and queries. This ensures a high level of accountability and transparency of the Group's business operations, strategy and goals.

### Dialog dengan para Pelabur

Lembaga Pengarah mengakui bahawa pemegang saham perlu dimaklumkan tentang semua urusan penting yang memberi kesan kepada Syarikat. Sebagai sebahagian daripada amalan terbaik tadbir urus korporat, Lembaga Pengarah memastikan pengumuman tepat pada masanya kepada MSED dan penyebaran maklumat penting secara jelas, tepat dan mengandungi maklumat yang cukup untuk membolehkan para pemegang saham dan pelabur membuat keputusan termaklum. Syarikat mematuhi keperluan berhubung penyampaian maklumat seperti yang digariskan oleh Keperluan Penyenaaran MSED yang antara lain termasuk, pengumuman keputusan kewangan suku tahunan yang tepat pada masanya, perubahan dalam komposisi Lembaga Pengarah dan penyebaran secara meluas maklumat penting yang memberi kesan kepada Kumpulan. Lembaga Pengarah memastikan supaya semua pertanyaan oleh MSED dan pihak berkuasa yang lain dijawab dengan segera.

Taklimat kepada para pengurus dana, pelabur institusi dan penganalisis pelaburan diadakan selepas keputusan kewangan suku tahun dikeluarkan kepada MSED dari semasa ke semasa. Sidang akhbar turut diadakan untuk memberi taklimat kepada wakil-wakil media berhubung peristiwa penting Kumpulan.

Inisiatif perhubungan pelabur utama yang lain termasuk mengadakan mesyuarat dengan penganalisis penyelidikan ekuiti dan pengurus dana pelaburan institusi, menyertai pameran penerangan dan persidangan serta forum pelabur, di dalam dan juga di luar negara.

### Mesyuarat Agung Tahunan

Syarikat menggunakan Mesyuarat Agung Tahunan ("AGM") sebagai forum utama untuk berdialog dengan para pemegang saham.

Laporan Tahunan dicetak dalam Bahasa Inggeris dan Bahasa Malaysia supaya ia boleh diperluaskan kepada lebih ramai pelabur dan pemegang saham.

Pemegang saham digalakkan mengemukakan soalan sama ada mengenai resolusi yang dicadangkan atau mengenai operasi umum Kumpulan. Hak untuk menyertai dan mengundi di AGM Syarikat adalah suatu aset tidak ternilai bagi pemegang saham dan pelabur institusi yang menyediakan peluang untuk mempengaruhi hala tuju dan pengurusan Syarikat. Pemegang saham yang tidak berkesempatan untuk hadir dibenarkan melantik proksi untuk hadir dan mengundi bagi pihak mereka. Wakil-wakil Pengurusan dan Juruaudit turut hadir untuk menjawab soalan dan pertanyaan. Ini dapat memastikan tahap akauntabiliti dan ketelusan yang tinggi bagi operasi, strategi dan matlamat perniagaan Kumpulan.

## D. ACCOUNTABILITY & AUDIT • Akauntabiliti & Audit

### Financial Reporting

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

The Board is assisted by the Board Audit Committee in scrutinising information for disclosure to ensure accuracy and adequacy as well as the overall quality of its financial reporting prior to submission to the Board for approval. Such information are released to the public upon endorsement by the Board.

### Statement of Directors' Responsibility in Relation to the Financial Statements

In the preparation of the financial statements as set out on pages 139 to 190 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 142 of this annual report.

### Internal Control

The report on the Group's internal control is presented in the Statement on Internal Control as set out on pages 50 to 53 of this Annual Report.

### Relationship with the Auditors

The Board maintains an active, transparent and professional relationship with its Auditors, through the Board Audit Committee which had been conferred authority to interface directly with both external and internal auditors of the Group.

The Board through the Board Audit Committee seeks the External Auditors' professional advice in ensuring compliance with the appropriate accounting standards.

### Laporan Kewangan

Para Pengarah bertekad untuk menyediakan dan membentangkan penilaian yang seimbang, jelas dan lengkap mengenai prestasi dan prospek kewangan Kumpulan, terutamanya melalui penyata kewangan tahunan dan pengumuman keputusan suku tahunan kepada para pemegang saham.

Lembaga Pengarah dibantu oleh Lembaga Jawatankuasa Audit untuk memastikan kualiti keseluruhan laporan kewangan serta penyampaian maklumat yang tepat dan memadai sebelum diserahkan kepada Lembaga Pengarah untuk diluluskan. Maklumat tersebut diumumkan kepada orang ramai selepas diluluskan oleh Lembaga Pengarah.

### Penyata Tanggungjawab Pengarah Berhubung dengan Penyata Kewangan

Dalam menyediakan penyata kewangan yang dibentangkan di muka surat 191 hingga 242 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 yang berkaitan di Malaysia telah dipatuhi

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

Penyata para Pengarah menurut Seksyen 169 Akta Syarikat, 1965 dibentangkan di muka surat 194 dalam Laporan Tahunan ini.

### Kawalan Dalaman

Laporan berhubung kawalan dalaman Kumpulan dibentangkan dalam Penyata Kawalan Dalaman di muka surat 50 hingga 53 dalam Laporan Tahunan ini.

### Perhubungan dengan Juruaudit

Lembaga Pengarah mengekalkan perhubungan yang aktif, telus dan profesional dengan Juruauditnya, melalui Lembaga Jawatankuasa Audit yang diberi kuasa untuk berhubung secara langsung dengan juruaudit dalaman dan luar Kumpulan.

Lembaga Pengarah melalui Lembaga Jawatankuasa Audit, mendapatkan nasihat profesional Juruaudit Luar dalam memastikan pematuhan terhadap piawaian perakaunan yang sesuai.

## E. ADDITIONAL COMPLIANCE INFORMATION • Maklumat Pematuhan Tambahan

The following information is provided in compliance with Paragraph 9.25 of the Listing Requirements of MSEB:-

1. **Options, Warrants or Convertible Securities**  
The Company did not issue any options, warrants or convertible securities during the financial year.
2. **Imposition of Sanctions/Penalties**  
There were no sanctions and/or penalties imposed on the Company and/or its subsidiary companies, directors or management arising from any significant breach of rules/guidelines/legislations by the relevant regulatory bodies during the financial year.
3. **Material contracts**  
Neither the Company and/or its subsidiary companies had entered into any material contracts which involved Directors' and major shareholders' interest during the financial year.
4. **Non-Audit Fees**  
During the financial year ended 31 December 2003, apart from the audit fees, there were no non-audit fees paid to the external auditors.
5. **Profit Guarantee**  
There was no profit guarantee given by the Company during the financial year.
6. **Revaluation Policy on Landed Properties**  
There were no revaluation of properties of the Company during the financial year.
7. **Share Buy Back**  
There was no share buy back exercise during the financial year.
8. **American Depository Receipt ("ADR") or Global Depository Receipt ("GDR") Programme**  
The Company did not sponsor any ADR or GDR programme during the financial year.

This statement is made in accordance with a resolution of the Board of Directors dated 25 March 2004.

Maklumat berikut disediakan untuk mematuhi Perenggan 9.25 Keperluan Penyenaraian MSEB:-

1. **Opsyen, Waran atau Sekuriti Boleh Tukar**  
Syarikat tidak menerbitkan sebarang opsyen, waran atau sekuriti boleh tukar pada tahun kewangan.
2. **Sekatan/Penalti yang dikenakan**  
Tiada sekatan dan/atau penalti (yang dihebahkan secara umum) dikenakan oleh pihak berkuasa berperaturan kepada Syarikat dan syarikat-syarikat subsidiarinya, para pengarah atau pentadbiran di sepanjang tahun kewangan.
3. **Kontrak Penting**  
Syarikat dan/atau syarikat-syarikat subsidiarinya tidak memeterai sebarang kontrak yang melibatkan para Pengarah dan kepentingan pemegang saham utama pada tahun kewangan.
4. **Yuran Bukan Audit**  
Pada tahun kewangan berakhir 31 Disember 2003, selain daripada yuran audit, tiada yuran bukan audit yang telah dibayar kepada juruaudit luar.
5. **Jaminan Keuntungan**  
Tiada jaminan keuntungan telah diberi oleh Syarikat pada tahun kewangan.
6. **Polisi Penilaian Semula Hartanah**  
Tiada penilaian semula hartanah Kumpulan dilakukan pada tahun kewangan.
7. **Pembelian Semula Saham**  
Tiada pelaksanaan pembelian semula saham pada tahun kewangan.
8. **Program Resit Depositori Amerika ("ADR") atau Resit Depositori Global ("GDR")**  
Syarikat tidak menaja sebarang program ADR atau GDR pada tahun kewangan.

Penyata ini dibuat selaras dengan resolusi Lembaga Pengarah bertarikh 25 Mac 2004.

## statement on internal control penyata kawalan dalaman

The Board of Directors (Board) is ultimately responsible for the Group's system of internal control which includes the establishment of an appropriate control environment and review of its adequacy and integrity on a regular basis to ensure its effectiveness. The Board is committed to safeguard shareholders' investment, Group's assets and other stakeholder's interests.

Lembaga Pengarah (Lembaga) bertanggungjawab, secara muktamad, ke atas sistem kawalan dalaman yang meliputi pembentukan persekitaran kawalan yang sesuai dan kajian secara kerap terhadap kecukupan dan kewibawaannya bagi memastikan keberkesanan sistem tersebut. Lembaga komited untuk melindungi pelaburan para pemegang saham, aset Kumpulan dan kepentingan para pemegang lain.



# statement on internal control

In accordance with the Statement on Internal Control: Guidance for Directors of Public Listed Companies, the Board confirms that there is an ongoing process for identifying, evaluating and managing risks faced by the Group. This process has been in place for the year under review and up to the date of issuance of the annual report and financial statements. However, in view of the limitations in any system of internal control, the Board acknowledges that this system is designed to manage rather than eliminate the risk completely. As such, internal controls can only provide reasonable and not absolute assurance against risk.

Selaras dengan Penyata Kawalan Dalaman: Panduan bagi Pengarah Syarikat-syarikat Senarai Awam, Lembaga mengesahkan bahawa terdapat proses berterusan bagi mengenal pasti, menilai dan mengurus risiko-risiko yang dihadapi oleh Kumpulan. Proses ini telah tersedia bagi tahun yang ditinjau dan sehingga ke tarikh penerbitan laporan tahunan dan laporan kewangan ini. Walau bagaimanapun, memandangkan wujudnya had dalam mana-mana sistem kawalan dalaman, Lembaga mengakui bahawa sistem ini dirangka untuk mengurus dan bukan menghapus risiko sepenuhnya. Oleh itu, kawalan dalaman hanya mampu memberi jaminan yang munasabah dan bukan muktamad terhadap risiko.

The key features of the Group's internal control system during the financial year under review were as follows:

- Defined organisational structure with clear lines of responsibility and accountability in the Group. A review of the organisational structure was undertaken in the year under review in order to focus on core business of the Group. Reporting structure was also streamlined according to functional responsibilities.
- Existence of a Management Committee to assist the Board in ensuring the effectiveness of the Group's operations. The Management Committee is represented by heads of Subsidiaries and heads of relevant functions at Head Office.
- Financial Limits of Authority (FLOA) approved by the Board applicable to the whole Group, covering areas of finances/accounts and selected corporate matters. Revisions and additions are made to the FLOA when deemed necessary. This authority facilitates quality and timely decision-making.
- Accounting Policies approved by the Board applicable to the whole Group, covering accounting policies related to the Group. Revisions and additions are made when necessary, taking into consideration the new accounting standards in Malaysia.

## penyata kawalan dalaman

Ciri-ciri utama sistem kawalan dalaman Kumpulan pada tahun kewangan yang ditinjau adalah seperti berikut:

- Mentakrif struktur organisasi dalam Kumpulan dengan had-had tanggungjawab dan akauntabiliti yang jelas. Satu kajian berhubung struktur organisasi telah dijalankan pada tahun yang ditinjau untuk memfokus kepada perniagaan teras Kumpulan. Struktur laporan turut dipertingkatkan selaras dengan tanggungjawab mengikut fungsi.
- Wujudnya Jawatankuasa Pengurusan bagi membantu Lembaga memastikan keberkesanan operasi Kumpulan. Jawatankuasa Pengurusan diwakili oleh ketua-ketua Subsidiari dan ketua fungsi yang berkaitan dari Ibu Pejabat.
- Kuasa Menentu Had Kewangan (FLOA) yang diluluskan oleh Lembaga dan diterima pakai di seluruh Kumpulan, meliputi bidang kewangan/akaun serta hal-hal korporat terpilih. Semakan semula dan penambahan dilakukan kepada FLOA jika difikirkan perlu. Kuasa ini memudahkan proses membuat keputusan yang berkualiti dan tepat pada masanya.
- Dasar perakaunan yang diluluskan oleh Lembaga diterima pakai ke seluruh Kumpulan, meliputi dasar-dasar perakaunan yang berkaitan dengan Kumpulan. Semakan semula dan penambahan dilakukan jika perlu, dengan mengambil kira piawaian perakaunan baru di Malaysia.



## statement on internal control penyata kawalan dalaman

- Detail Procurement Policies and Procedures, also approved by the Board, applicable to the whole Group. To ensure effectiveness of the procurement system, two committees are in place namely, Main Procurement Committee and Board Tender Committee. Major projects are subject to Board's review and approval and where required, approval from the Ministry of Finance is sought.
- Annual Business Plan and Budgets prepared at subsidiary levels and reviewed by the Finance and Investment Committee before tabled to the Board for approval. The business performance of the Company was compared with the approved budgets and submitted to the Board on a monthly basis, facilitating management to focus on areas of concern.
- The Audit Committee appointed by the Board, comprised three members of whom a majority are independent non-executive directors, regularly reviewed reports of the Internal Audit function, including an annual assessment on the adequacy of the function's scope of work and resources. A Board Audit Committee Report is provided on page 54.
- The Internal Audit Division carried out ongoing reviews of the internal control system of the Group. The audits conducted were in the areas of finance/accounts, operations, management, information systems and investigation in accordance with the approved Audit Plan. The Internal Audit Division reports directly to the Board Audit Committee.
- The Risk Management Committee appointed by the Board, reviewed the risk management framework in place with the aim of formalising the risk management function across the Group.
- Other Board committees that have been established with clear terms of reference to ensure effective management and monitoring of the Group's business operations include the Nomination Committee and Remuneration Committee.
- Butir-butir Dasar dan Prosedur Pemerolehan yang turut diluluskan oleh Lembaga, diterima pakai di seluruh Kumpulan. Bagi memastikan keberkesanan sistem pemerolehan, dua jawatankuasa telah ditubuhkan iaitu, Jawatankuasa Pemerolehan Utama dan Lembaga Jawatankuasa Tender. Projek-projek utama tertakluk kepada kajian dan kelulusan Lembaga, dan permohonan kelulusan daripada Menteri Kewangan, jika perlu.
- Rancangan Perniagaan dan Belanjawan Tahunan disediakan di peringkat subsidiari dan dikaji oleh Jawatankuasa Kewangan dan Pelaburan sebelum dibentangkan kepada Lembaga untuk diluluskan. Prestasi perniagaan Syarikat dibandingkan dengan belanjawan yang diluluskan dan diserahkan kepada Lembaga secara bulanan bagi memudahkan pengurusan untuk memfokus ke atas bidang-bidang yang perlu diberi perhatian.
- Jawatankuasa Audit yang dilantik oleh Lembaga, terdiri daripada tiga orang ahli yang mana majoritinya adalah pengarah bebas bukan eksekutif. Jawatankuasa ini mengkaji secara kerap laporan fungsi Audit Dalaman, termasuk penilaian tahunan berhubung kecukupan skop kerja dan sumber fungsi tersebut. Satu Laporan Lembaga Jawatankuasa Audit disediakan di muka surat 54.
- Bahagian Audit Dalaman menjalankan kajian berterusan berhubung sistem kawalan dalaman Kumpulan. Audit yang dijalankan adalah bagi bidang kewangan/akaun, operasi, pengurusan, sistem maklumat dan penyiasatan, selaras dengan Rancangan Audit yang telah diluluskan. Bahagian Audit Dalaman melapor secara langsung kepada Lembaga Jawatankuasa Audit.
- Jawatankuasa Pengurusan Risiko yang dilantik oleh Lembaga, mengkaji rangka kerja pengurusan risiko yang tersedia dengan matlamat untuk memformalkan fungsi pengurusan risiko ke seluruh Kumpulan.
- Jawatankuasa Lembaga lain yang telah ditubuhkan termasuk Jawatankuasa Pencalonan dan Jawatankuasa Ganjaran. Jawatankuasa-jawatankuasa ini mempunyai bidang tugas yang jelas untuk memastikan pengurusan dan pemantauan operasi perniagaan Kumpulan.

- Implementation of competency based Human Resources processes covering human performances management, career development and succession planning including hiring and termination of staff and structured training program for all staff.
- Continuous documentation of Standard Operating Procedures for all business units. Selected policies and procedures have obtained ISO Certifications.
- Acquired Fire Certificate for KLIA and Penang (airport buildings) as required under Fire Services (Designated Premises) Order 1988 of Fire Services Act 341. Other airports that meet the classification are currently pursuing for this certification.
- Completed documentation of Aerodrome Certification for all international airports as required under Annex 14, ICAO (International Civil Aviation Organisation), pending approval from Department of Civil Aviation. This certification is a requirement to ensure safety, regularity and efficiency of aerodromes. Going forward, a plan has been put in place to certify all domestic airports as well.
- Pelaksanaan proses Sumber Manusia berdasarkan kecekapan yang meliputi pengurusan prestasi manusia, pembangunan kerjaya dan perancangan penggantian termasuk pengambilan dan pemecatan kakitangan dan program latihan yang disusun untuk semua kakitangan.
- Dokumentasi berterusan Piawaian Prosedur Operasi bagi semua unit perniagaan. Dasar dan prosedur yang terpilih telah berjaya memperolehi Pensijilan ISO.
- Memperolehi Sijil Perakuan Bomba bagi KLIA dan Pulau Pinang (bangunan lapangan terbang) seperti yang diperlukan di bawah Perintah Perkhidmatan Bomba (Premis Yang Ditetapkan) 1988 Akta Perkhidmatan Bomba 341. Pada masa ini, lapangan terbang lain yang memenuhi klasifikasi tersebut, sedang berusaha untuk mendapatkan pensijilan ini.
- Telah melengkapkan dokumentasi Sijil Aerodrom bagi semua lapangan terbang antarabangsa seperti yang diperlukan di bawah Annex 14, ICAO (International Civil Aviation Organisation), sedang menunggu kelulusan daripada pihak Jabatan Penerbangan Awam. Pensijilan tersebut adalah syarat untuk memastikan keselamatan, keseragaman dan kecekapan aerodrom. Untuk kemajuan di masa hadapan, rancangan telah disediakan untuk turut mengiktiraf semua lapangan terbang domestik.



## board audit committee report laporan lembaga jawatankuasa audit

The Audit Committee comprises two Independent Non-Executive Directors and one Non-Independent Non-Executive Director of the Board. In the financial year under review two (2) of the members resigned and were replaced by new members as follows:

Jawatankuasa Audit terdiri daripada dua orang Pengarah Bebas Bukan Eksekutif dan seorang Pengarah Bukan Bebas Bukan Eksekutif daripada Lembaga. Bagi tahun kewangan yang ditinjau, dua (2) daripada ahli tersebut telah meletak jawatan dan diganti oleh ahli baru seperti berikut:

- |                                                                                                |                                                                           |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|
| ● Datuk Mohamed Adnan bin Ali<br>(resigned / meletak jawatan pada 1 December / Disember 2003)  | – Chairman, Independent Non-Executive<br>Pengerusi, Bebas Bukan Eksekutif |
| ● Datuk Siti Maslamah binti Osman<br>(appointed / dilantik pada 1 December / Disember 2003)    | – Chairman, Independent Non-Executive<br>Pengerusi, Bebas Bukan Eksekutif |
| ● Dato' Zaharaah binti Shaari                                                                  | – Non-Independent Non-Executive<br>Bukan Bebas Bukan Eksekutif            |
| ● Tan Sri Dato' Thong Yaw Hong<br>(resigned / meletak jawatan pada 1 December / Disember 2003) | – Independent Non-Executive<br>Bebas Bukan Eksekutif                      |
| ● Ahmad Kamal bin Abdullah Al-Yafii<br>(appointed / dilantik pada 1 December / Disember 2003)  | – Independent Non-Executive<br>Bebas Bukan Eksekutif                      |

The Chairman of the Board Audit Committee is a member of the Malaysian Institute of Accountants (MIA) in accordance with the MSEA Listing Requirements.

Pengerusi Lembaga Jawatankuasa Audit merupakan ahli Institut Akauntan Malaysia (MIA) selaras dengan Keperluan Penyenaraian MSEA.

During the financial year under review, six (6) meetings were held by the Board Audit Committee. Y.Bhg. Datuk Mohamed Adnan bin Ali and Y.Bhg. Tan Sri Dato' Thong Yaw Hong attended all six (6) meetings, whilst Y.Bhg. Dato' Zaharaah binti Shaari attended five (5) out of six (6) meetings. No meetings were held with the new members in office.

Pada tahun kewangan yang ditinjau, Lembaga Jawatankuasa Audit telah mengadakan enam (6) mesyuarat. Y.Bhg. Datuk Mohamed Adnan bin Ali dan Y.Bhg. Tan Sri Dato' Thong Yaw Hong telah menghadiri kesemua enam (6) mesyuarat, sementara Y.Bhg. Dato' Zaharaah binti Shaari telah menghadiri lima (5) daripada enam (6) mesyuarat. Tiada mesyuarat diadakan dengan ahli baru.

Four (4) of these meetings were held in the presence of the External Auditors, Ernst & Young, to obtain an independent opinion on the financial performance of the Group.

Empat (4) daripada mesyuarat tersebut diadakan dengan kehadiran Juruaudit Luar, Ernst & Young bagi mendapatkan pandangan bebas mengenai prestasi kewangan Kumpulan.

The meetings covered the following activities:

Mesyuarat tersebut meliputi aktiviti berikut:

### EXTERNAL AUDIT • Audit Luaran

- |                                                                                                                                                |                                                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| • Reviewed with the External Auditors their Audit Planning Memorandum.                                                                         | • Mengkaji Memorandum Perancangan Audit dengan Juruaudit Luar.                                                                  |
| • Reviewed with the External Auditors the External Auditors Management Letter together with the management response.                           | • Mengkaji Surat Pengurusan Juruaudit Luar berserta maklum balas pengurusan dengan Juruaudit Luar.                              |
| • Evaluated the performance of the External Auditors and made recommendations to the Board of Directors on their reappointment and audit fees. | • Menilai prestasi Juruaudit Luar dan mengesyorkan kepada Lembaga Pengarah berkenaan perlantikan semula mereka dan yuran audit. |
| • Reviewed the Statement on Internal Control.                                                                                                  | • Mengkaji Penyata Kawalan Dalaman.                                                                                             |

## INTERNAL AUDIT • Audit Dalaman

- Reviewed the Internal Audit Plan to ensure key 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.
- Mengkaji Rancangan Audit Dalaman bagi memastikan bidang risiko utama diliputi.
- Menilai prestasi Bahagian Audit Dalaman termasuk kecukupan sumber dalam menjalankan kerjanya.
- Mengkaji Laporan Audit Dalaman bagi memastikan tindakan pembetulan diambil oleh pengurusan di atas penemuan audit.
- Mengesyorkan kepada Lembaga Pengarah dan pengurusan berhubung peningkatan kawalan dalaman.

## FINANCIAL STATEMENTS • Penyata Kewangan

- 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 MSEC Listing Requirements, Applicable Accounting Standards in Malaysia, provisions of the Companies Act 1965 and other legal and regulatory requirements.
- Mengkaji keputusan kewangan suku tahunan Kumpulan sebelum mengesyorkan kepada Lembaga Pengarah.
- Mengkaji keputusan Kumpulan MAHB yang telah diaudit bersama-sama dengan Juruaudit Luaran.
- Memastikan pematuhan terhadap Keperluan Penyenaraian MSEC, Piawaian Perakaunan yang diterima pakai di Malaysia, peruntukan Akta Syarikat 1965 dan keperluan perundangan serta peraturan yang lain.

For the financial year under review, the Group Internal Audit Division produced twenty (20) reports. The scope of audits conducted were in the area of finance/accounts, operations, management, information systems and investigation. In line with the terms of reference of Board Audit Committee, the audits focused on the following areas:

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

The minutes of the Board Audit Committee meetings were circulated to all members of the MAHB Board of Directors and material issues were discussed at the Board meetings.

Bagi tahun kewangan yang ditinjau, Bahagian Audit Dalaman Kumpulan telah menghasilkan dua puluh (20) laporan. Skop audit yang dijalankan meliputi bidang kewangan/akaun, operasi, pengurusan, sistem maklumat dan penyiasatan. Sejalan dengan bidang kuasa Lembaga Jawatankuasa Audit, 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

Minit mesyuarat Lembaga Jawatankuasa Audit telah diedarkan kepada semua ahli Lembaga Pengarah MAHB dan isu-isu penting telah dibincangkan di mesyuarat Lembaga.

## **terms** of reference board audit committee **bidang** kuasa lembaga jawatankuasa audit

### 1. CONSTITUTION • Perlembagaan

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

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

### 2. ESTABLISHMENT OBJECTIVES • Objektif Penubuhan

- 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.

- 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 Luaran dan Dalaman melalui mesyuarat yang dijalankan secara kerap mengikut jadual.
- 2.4 Mempertingkatkan kebebasan fungsi Audit Luaran dan Dalaman.

### 3. MEMBERSHIP • Keahlian

- 3.1 The Board Audit Committee comprises the following Directors:

**Datuk Siti Maslamah binti Osman**

Chairman

(Independent Non Executive Director)

**Dato' Zaharaah binti Shaari**

Member

(Non-Independent Non Executive Director)

**Ahmad Kamal bin Abdullah Al-Yafii**

Member

(Independent Non Executive Director)

- 3.2 The Board Audit Committee shall be appointed by the Board of Directors of MAHB from among its members and
- shall comprise of no fewer than three (3) members
  - a majority of the members must be Independent Directors
  - 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 Malaysia Securities Exchange Berhad Listing Requirements.

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

**Datuk Siti Maslamah binti Osman**

Pengerusi

(Pengarah Bebas Bukan Eksekutif)

**Dato' Zaharaah binti Shaari**

Ahli

(Pengarah Bukan Bebas Bukan Eksekutif)

**Ahmad Kamal bin Abdullah Al-Yafii**

Ahli

(Pengarah Bebas Bukan Eksekutif)

- 3.2 Lembaga Jawatankuasa Audit dilantik oleh Lembaga Pengarah MAHB dari kalangan ahlinya dan
- akan terdiri tidak kurang daripada tiga (3) ahli
  - majoriti ahli adalah Pengarah Bebas
  - sekurang-kurangnya seorang ahli adalah ahli Institut Akauntan Malaysia, atau jika tidak, beliau perlu memenuhi syarat perenggan 15.10 Keperluan Penyenaraian Malaysia Securities Exchange Berhad.

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

- 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 Bebas Bukan Eksekutif yang dilantik oleh Lembaga Pengarah.

#### 4. AUTHORITY • Kuasa

- 4.1 The Board 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.

- 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 Luaran dan Juruaudit Dalaman.
  - v. Boleh mendapatkan penasihat profesional bebas atau penasihat lain dan untuk melantik pihak luar yang mempunyai pengalaman dan kepakaran berkaitan, jika perlu.
  - vi. Boleh mengadakan mesyuarat dengan Juruaudit Luaran (tanpa ahli eksekutif jawatankuasa), apabila dianggap perlu.

#### 5. FUNCTIONS AND DUTIES • Fungsi dan Tugas

The Functions and Duties of the Board 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.

Fungsi dan tugas Lembaga Jawatankuasa Audit meliputi:

- 5.1 Mempertimbangkan perlantikan Juruaudit Luaran, yuran audit dan sebarang persoalan mengenai perletakan jawatan atau pemberhentian.
- 5.2 Berbincang dengan Juruaudit Luaran sebelum audit bermula mengenai bentuk dan skop audit, pelan audit tahunan dan memastikan keselarasan sekiranya lebih daripada sebuah firma terlibat.

## **terms** of reference board of audit committee **bidang** kuasa lembaga jawatankuasa audit

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| <p>5.3 Review the quarterly and year-end financial statements of the Group prior to submission to the Board, focusing particularly on:</p> <ul style="list-style-type: none"> <li>– any changes in accounting policies and practices</li> <li>– significant adjustments arising from the audit</li> <li>– extraordinary events</li> <li>– the going concern assumption</li> <li>– compliance with accounting standards, MSEL Listing Requirements and other legal requirements</li> </ul> <p>5.4 Review the efficiency of the Group's operations particularly those relating to areas of significant risks.</p> <p>5.5 Assess the internal process for determining and managing key risk.</p> <p>5.6 Discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss in the absence of management where necessary.</p> <p>5.7 Review the External Auditor's Management Letter and management's response.</p> <p>5.8 Oversee the Internal Audit functions by:</p> <ul style="list-style-type: none"> <li>– 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.</li> <li>– reviewing the internal audit programme and results of the internal audit process and where necessary ensure that appropriate action is taken on its recommendations.</li> <li>– reviewing the appraisal or assessment of the performance of its members.</li> <li>– approving the appointments of senior staff members.</li> <li>– being informed of resignations of staff members and provide them the opportunity to submit reasons for resigning.</li> </ul> <p>5.9 Review any related party transactions that may arise within the Group.</p> <p>5.10 Consider the major findings of internal investigations and management's response.</p> <p>5.11 Consider other duties as directed by the Board.</p> | <p>5.3 Mengkaji penyata kewangan suku tahunan dan akhir tahun kewangan Kumpulan sebelum dibentangkan kepada Lembaga Pengarah, dengan memfokus khususnya kepada:</p> <ul style="list-style-type: none"> <li>– sebarang perubahan dalam dasar dan amalan perakaunan</li> <li>– pelarasan penting yang timbul daripada audit</li> <li>– peristiwa luar biasa</li> <li>– andaian perniagaan berterusan</li> <li>– pematuhan terhadap piawaian perakaunan, Keperluan Penyenaraian MSEL dan keperluan perundangan lain.</li> </ul> <p>5.4 Mengkaji kecekapan operasi Kumpulan khususnya yang berkaitan dengan bidang risiko utama.</p> <p>5.5 Menilai proses dalaman bagi menentu dan menguruskan risiko utama</p> <p>5.6 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.</p> <p>5.7 Mengkaji Surat Pengurusan Juruaudit Luaran dan tindakbalas pengurusan.</p> <p>5.8 Menyelia fungsi Audit Dalaman dengan cara:</p> <ul style="list-style-type: none"> <li>– 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.</li> <li>– mengkaji program audit dalaman dan keputusan proses audit dalaman dan jika perlu, memastikan bahawa tindakan yang sesuai diambil berasaskan kepada syor-syor yang dikemukakan.</li> <li>– mengkaji penilaian atau prestasi ahli-ahlinya.</li> <li>– meluluskan perantikan ahli kakitangan kanan.</li> <li>– dimaklumkan tentang perletakan jawatan ahli kakitangan dan memberi peluang kepada mereka untuk menyatakan sebab-sebab perletakan jawatan.</li> </ul> <p>5.9 Mengkaji sebarang urusan pihak berkaitan yang mungkin timbul dalam Kumpulan.</p> <p>5.10 Mempertimbangkan sebarang penemuan penting daripada penyiasatan dalaman dan tindak balas pengurusan terhadapnya.</p> <p>5.11 Mempertimbangkan tugas-tugas lain yang diarahkan oleh Lembaga.</p> |
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- 5.12 Promptly report to Malaysia Securities Exchange Berhad on matters reported by it to the Board that have not been satisfactorily resolved resulting in a breach of the Listing Requirements of the Malaysia Securities Exchange Berhad.
- 5.13 Direct any special investigations to be carried out by Internal Audit.
- 5.14 Review and reassess, with the assistance of management and the External Auditors, the adequacy of the Terms of Reference of the Board Audit Committee.

- 5.12 Melaporkan dengan segera kepada Malaysia Securities Exchange Berhad mengenai perkara yang dilaporkan kepada Lembaga Pengarah tetapi tidak diselesaikan secara memuaskan yang menyebabkan kepada pelanggaran Keperluan Penyenaraian Malaysia Securities Exchange Berhad.
- 5.13 Mengarahkan sebarang penyiasatan khas untuk dijalankan oleh Audit Dalaman.
- 5.14 Mengkaji dan menilai semula kecukupan Bidang Kuasa Lembaga Jawatankuasa Audit, dengan bantuan pengurusan dan Juruaudit Luaran.

## 6. MEETINGS • Mesyuarat

- 6.1 The Board 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 Audit Committee, the Head of Internal Audit or the External Auditor, the Chairman of the Board 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 Board Audit Committee meetings.
- 6.4 The Company Secretary shall be the Secretary of the Board Audit Committee.
- 6.5 The meetings of the Board Audit Committee shall be normally attended by the Head of Internal Audit. The Management of MAHB shall be represented by the Managing Director or his authorised representatives, at the invitation of the Board Audit Committee and shall excuse themselves when so directed by the Board Audit Committee.
- 6.6 The Committee may request other members of management, Internal Auditors and External Auditors to participate in Board Audit Committee meetings, as necessary and when so invited and to carry out the Committee's directives.
- 6.7 The minutes of the meetings shall be tabled at the MAHB Board of Directors meetings.

- 6.1 Mesyuarat Lembaga 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 untuk mempertimbangkan sebarang perkara, Pengerusi Lembaga Jawatankuasa Audit perlu mengadakan mesyuarat khas.
- 6.3 Kourum dua orang ahli adalah bilangan minimum yang diperlukan hadir di sebarang mesyuarat Lembaga Jawatankuasa Audit.
- 6.4 Setiausaha Syarikat akan menjadi Setiausaha Lembaga Jawatankuasa Audit.
- 6.5 Mesyuarat Lembaga Jawatankuasa Audit biasanya dihadiri oleh Ketua Audit Dalaman. Pengurusan MAHB akan diwakili oleh Pengarah Urusan atau wakilnya, atas undangan Lembaga Jawatankuasa Audit dan perlu meminta diri apabila diminta berbuat demikian oleh Lembaga Jawatankuasa Audit.
- 6.6 Jawatankuasa boleh meminta ahli lain daripada pengurusan, juruaudit dalaman dan juruaudit luaran untuk menyertai mesyuarat Jawatankuasa mengikut keperluan dan apabila diundang, untuk menjalankan arahan Jawatankuasa.
- 6.7 Minit mesyuarat perlu dibentangkan di mesyuarat Lembaga Pengarah MAHB.

TOURIST ARRIVALS  
WILL GO UP

TOURIST ARRIVALS  
WILL GO DOWN

REALLY?

WE DON'T BELIEVE IN LISTENING  
OR WAITING FOR RUMOURS.

WE REACT.  
WE ARE PRO-ACTIVE.

FOR YOU.