

AUDIT COMMITTEE CHARTER

Members	:	At least three (3) non-executive members, majority of whom are independent.
Secretary	:	One of the Company Secretaries as decided by the Chairman of the Committee. This would facilitate keeping of minutes and maintain confidentiality of matters.
Quorum	:	Two (2)
Frequency of Meeting	:	At least four (4) times a year and as and when required. At least twice a year the Committee shall meet with the external auditor without executives being present.
Minutes	:	Minutes of the meeting shall be kept and distributed to each member. The Chairman of the Committee shall report on each meeting to the Board.

Terms of Reference

1. Consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal, and inquire into the staffing and competence of the external auditors in performing their work.
2. Discuss the nature and scope of the audit in general terms and any significant problems that may be foreseen with the external auditors before the audit commences and ensure that adequate tests to verify the accounts and procedures of the Group as performed.
3. Discuss the impact of any proposed changes in accounting principles on future financial statements.
4. Review the results and findings of the operational audit reports and monitor the implementation of any recommendations made therein.

5. Review the quarterly and year-end financial statements of the board, before submission to the Board, focusing particularly on:
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - the going concern assumptions;
 - compliance with accounting standards; and
 - compliance with stock exchange and legal requirements.
6. Discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of Management where necessary).
7. Review the external auditor's management letter and management's response.
8. Review the adequacy of the scope, functions and resources of the internal audit function, and that it has the necessary authority to carry out its work.
9. Review the internal audit programme, consider the major findings of Internal Audit investigations and Management's response and ensure co-ordination between the internal and external auditors.
10. Review any appraisal or assessment of the performance of members of the internal audit function.
11. Approve any appointment or termination of senior staff members of the internal audit functions.
12. Take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.
13. Keep under review the effectiveness of internal control systems and in particular review the external auditor's management letter and Management's response.
14. Review any related party transactions that may arise within the Company or Group.
15. Report promptly to Bursa Malaysia on matters reported by Bursa Malaysia to the board of directors which have not been satisfactorily resolved, resulting in a breach of listing requirements.
16. Review audit reports of subsidiaries after they have been reviewed by the audit committee and presented to the board of directors of those subsidiaries.

As at 26 November 2008

17. Review arrangements established by management for compliance with any regulatory or other external reporting requirements, by-laws and regulations related to the Group's operations.
18. Disclose details of the activities of audit committees, the number of audit meetings held in a year, details of attendance of each director in respect of meetings and details of relevant training attended by each director.
19. Carry out such other assignments as defined by the MMC Board.

As at 26 November 2008