



Gongs, made from brass or bronze, are a significant feature in traditional Malay music. The canang, five to six inches in diameter, is one of the smaller gongs in a large family of circular gongs. Mounted on a horizontal rack which is often placed on the ground, the canang forms part of the ensemble for the gamelan, the traditional Malay orchestra.



DiGi Management Team

DiGi Management Team

**Morten Lundal**

Chief Executive Officer

Morten took over as Chief Executive Officer in July 2004. Prior to DiGi, he was Executive Vice-President of Corporate Strategy and Business Development at Telenor, and a member of the Telenor Executive Board from 2000 to 2002. He was appointed CEO of Telenor Business Solutions after joining Telenor as CEO of its Internet business area in February 1997. Previous employments were with Gemini Consulting, A.T. Kearney and Dyno Industries. Morten has a Master in Business and Economics from the Norwegian School of Management, and an MBA from IMD, Switzerland.

Jon Eddy

Chief Technology Officer

Jon came on board in February 2002 as Chief Technical Officer, and was appointed Chief Technology Officer in October 2004. Pre-DiGi, he was Chief Technical Officer at Cesky Mobil in the Czech Republic for two years, and Director for the Regional Technical Center at Lucent Technologies. He also spent time with US West International (Maxis) as Director of RF Engineering. Jon started his career as a communications engineer for the Boeing Defense and Space Group in the US. He graduated from Montana State University with a Bachelor of Science in Electrical Engineering.

**Chee Pok Jin**

Chief Marketing Officer

Pok Jin was appointed Chief Marketing Officer in March 2005. Prior to joining DiGi, he was Senior General Manager at Harpers' Trading (M) Sdn Bhd, a subsidiary of Zurich-based DKSH group of companies, Head of Marketing and Product Management for the Consumer Business Division (2002-2004) at Maxis Communications Berhad, and Vice-President, Head of Sales and Mass Market, Citibank. He also spent 15 years with Procter and Gamble (1982-1997), assuming the position of Sales Director for Singapore and Malaysia in 1995.



Johan Dannelind

Chief Financial Officer

Johan was appointed Chief Financial Officer in November 2004. He was previously CFO and Deputy CEO of Telenor AB and Director of International Business Development for the Nextra Group. His career in telecommunications began with Telia AB, starting out as a management trainee in the mid 90s. Johan graduated with a Master of Science in Business Administration from the University of Orebro, Sweden.



Tunku Alizakri Raja Muhammad Alias

Head of Corporate Affairs

Prior to joining DiGi on April 18, 2005, Alizakri was Vice-President and Head of Maybank Group Strategic Planning (2001-2005). Prior to that, he was with the Sime Darby Group (1996-1999), first as an executive in Group Corporate Planning, then as Special Assistant to the CEO of the Plantations Division. Alizakri is trained as a Barrister-at-Law (Lincoln's Inn), with an LLB from King's College (University of London). He has an MBA from Cornell University.



Adzhar Ibrahim

Head of Human Resource

Adzhar joined DiGi in May 2005, after varied experience in general HR management in different industries. Prior to joining DiGi, Adzhar was the Group Head of HR with Sime Darby. He was also Country Head of HR with Standard Chartered Bank Malaysia and part of the start-up management team at Maxis Communications Berhad where he served for three years. He was also employed as Group HR Manager for a major American healthcare company. Adzhar holds a Diploma in Management from the Malaysian Institute of Management and an MBA from a British university.



Khor Choo Lin

Head of Corporate Administration

Prior to joining DiGi in February 1997, Choo Lin served for 17 years at Intel Malaysia as the Compensation and Benefits Manager. She was promoted to Regional Compensation and Benefits Manager, Intel Asia Pacific, and also assumed the position of Human Resource Manager of Intel Singapore and Intel Australia in 1993. Choo Lin holds a Bachelor in Mathematics from Queen's University, Canada.

Statement on Corporate Governance

The Board of Directors (“Board”) fully appreciates the importance of adopting high standards of corporate governance throughout the Group. The Board views corporate governance as synonymous with three key concepts, namely transparency, accountability as well as corporate performance.

As such, the Board strives to adopt the substance behind corporate governance prescriptions and not merely the form, with the aim of ensuring board effectiveness in enhancing shareholder value. The Board is thus fully committed to the maintenance of high standards of corporate governance by supporting and implementing the prescriptions of the principles and best practices set out in Parts 1 and 2 of the Malaysian Code on Corporate Governance (“Code”) respectively.

The following statement sets out how the Company has applied the key principles and the extent of its compliance with the best practices throughout the financial year ended 31 December 2005.

A. Board of Directors

Board Responsibilities

The Board of Directors plays a primary role in corporate governance by setting out the strategic direction of the Group, establishing goals, monitoring the achievement of the goals and ensuring a high degree of transparency and accountability towards all stakeholders. The key responsibilities of the Board are in tandem with the 6 principal responsibilities specified under Best Practice AAI of the Code.

Meetings

The Board met five (5) times during the financial year ended 31 December 2005. Details of each existing Director’s meeting attendances are as follows:

Name	Attendance
Arve Johansen <i>Non-Independent/Non-Executive</i>	5/5
Tan Sri Datuk Amar Leo Moggie <i>(Appointed on 10.5.2005) Independent/Non-Executive</i>	4/4
Dato’ Ab. Halim Bin Mohyiddin <i>Independent/Non-Executive</i>	5/5
Christian Storm <i>Non-Independent/Non-Executive</i>	5/5
Ragnar Holmen Korsæth <i>Non-Independent/Non-Executive</i>	5/5
Tun Dato’ Seri Dr Lim Chong Eu <i>(Retired on 10.5.2005) Independent/Non-Executive</i>	1/1
Gunnar Johan Bertelsen <i>(Resigned on 6.10.2005) Non-Independent/Non-Executive</i>	1/3

Two (2) out of the five (5) Board members are considered independent in accordance with the definition provided under paragraph 1.01 (Definition and Interpretations) of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”). As such, the Company fulfils the requirement to have at least one third of the Board comprised of Independent Non-Executive Directors.

Tun Dato’ Seri Dr Lim Chong Eu has on 10 May 2005 ceased to be the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed and in replacement thereof, Tan Sri Datuk Amar Leo Moggie was appointed on 24 March 2006.

Board Balance

The Board currently has five (5) members, comprising two (2) Independent Non-Executive Directors and three (3) Non-Independent Non-Executive Directors. Together, the Directors bring wide experience relevant to the direction of the Group. The Directors combine in them expertise and experience in various fields such as telecommunications, economics and investment, public services and accounting. Their expertise, experience and background result in thorough examination and deliberations of the various issues and matters affecting the Group. A brief description of the background of each Director is presented on pages 22 to 23 of the Annual Report.

There is a clear division of responsibility between the Chairman and the Chief Executive Officer (CEO) to ensure that there is a balance of power and authority. The Chairman is responsible for running the Board and ensures that all Directors receive sufficient relevant information on financial and non-financial matters to enable them to participate actively in Board decisions. The CEO is responsible for the day to day management of the business as well as implementation of Board's policies and decisions. There is also balance in the Board because of the presence of Independent Non-Executive Directors of the calibre necessary to carry sufficient weight in Board decisions. Although all the Directors have an equal responsibility for the Group's operations, the roles of these Independent Directors are particularly important in ensuring that the strategies proposed by the executive management are fully discussed and examined and take into account the long term interest, not only of the shareholders, but also of employees, customers, suppliers, community and other stakeholders.

The Board is satisfied that the current Board composition fairly reflects the investment of minority shareholders in the Company.

Supply of Information

The Chairman ensures that all Directors have full and timely access to information with Board papers distributed in advance of meetings. Every Director has also unhindered access to the advice and services of the Company Secretary and may obtain independent professional advice at the Company's expense in furtherance of their duties. Prior to the meetings of the Board, Board papers which include reports on group performance and major operational, financial, strategic and regulatory matters are circulated to all the Directors. These Board papers are issued at least seven (7) days in advance to enable the Directors to obtain further explanation, where necessary, in order to be properly briefed before the meeting.

In addition, there are matters reserved specifically for the Board's decision, including the approval of corporate plans and budgets, acquisitions and disposals of assets that are material to the Group, major investments, changes to control structure of the Group, including key policies and authority limits.

Statement on Corporate Governance (cont'd)

Appointments to the Board

The Nomination Committee currently comprises the following members:

Christian Storm (Chairman)	<i>Non-Independent/Non-Executive</i>
Tan Sri Datuk Amar Leo Moggie	<i>Independent/Non-Executive</i>
Dato' Ab. Halim Bin Mohyiddin	<i>Independent/Non-Executive</i>

Tan Sri Datuk Amar Leo Moggie was appointed as a member of the Nomination Committee with effect from 10 May 2005 to replace Tun Dato' Seri Dr Lim Chong Eu who has retired as a Director on the same date.

The Committee is empowered by its terms of reference to perform the following primary functions:

- Recommend new nominations to the Board;
- Recommend to the Board, Directors to fill the seats on Board Committees;
- Review annually the required mix of skills and experience and other qualities including core competencies that the Non-Executive Directors should bring to the Board.

Directors' Training

All Directors have completed the Mandatory Accreditation Programme (MAP) and attended the Continuing Education Programmes (CEP) conducted by the organiser approved by Bursa Securities except for Mr Arve Johansen who has obtained an extension of time to accumulate the requisite CEP points. (The CEP requirements have been repealed with effect from 1 January 2005). The directors are mindful that they receive continuous training to enhance their skills and knowledge in the discharge of their duties as directors. While the newly appointed directors have attended MAP during the year 2005, other directors have attended conferences and seminars relating to corporate governance and financial reporting.

Re-election

Any Director appointed during the year is required, under the Company's Articles of Association, to retire and seek re-election by shareholders at the following annual general meeting. The Articles also require that one-third of the Directors to retire by rotation each year and seek re-election at the annual general meeting and every Director shall retire from office once at least every three years but shall be eligible for re-election. Directors over seventy (70) years of age are required to seek shareholders' approval for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

B. Directors' Remuneration

Remuneration Committee

The Remuneration Committee currently comprises the following members:

Arve Johansen (Chairman)	<i>Non-Independent/Non-Executive</i>
Christian Storm	<i>Non-Independent/Non-Executive</i>
Ragnar Holmen Korsæth	<i>Non-Independent/Non-Executive</i>

The primary function of the Remuneration Committee is to set up the policy framework and to make recommendations to the Board on all elements of the remuneration package and other terms of employment of the executive directors. Non-Executive Directors' remuneration will be a matter to be decided by the Board as a whole with the Director concerned abstaining from deliberations and voting on decision in respect of his individual remuneration.

Details of the Directors' Remuneration

The aggregate Directors' remuneration paid or payable to all Directors of the Company by the Group and categorized into appropriate components for the financial year ended 31 December 2005 are as follows:

	Allowances RM'000	Other Emoluments RM'000	Total RM'000
Non-Executive	183	500	683

The number of Directors of the Company whose total remuneration fall within the respective band are as follows:

	Number of Non-Executive Directors
RM50,000 and below	1
RM50,001 and RM100,000	2
RM450,001 to RM500,000	1
	4

C. Shareholders

Dialogue between Company and Investors

The Company recognizes the importance of regular communication with investors in the Company, with the annual report and financial statements, regular interim statements being the key media used. Enquiries by shareholders are dealt with as promptly as practicably possible. Shareholders, investors and members of the public may also access the Company's website to obtain information on the Company.

The Annual General Meeting ("AGM")

The key element of the Company's dialogue with its shareholders is the opportunity to gather views of and answer questions from, both private and institutional shareholders on all issues relevant to the Company at the AGM. At the AGM, the shareholders are encouraged to ask questions both about the resolutions being proposed or about the Group's operations in general. Where it is not possible to provide immediate answers, the Chairman will undertake to furnish the shareholder with a written answer after the AGM. The Chairman of the Board also addresses the shareholders on the review of the Group's operations for the financial year and outlines the prospects of the Group for the subsequent financial year. The CEO and members of management are also present at the AGM to clarify and explain any issue.

Statement on Corporate Governance (cont'd)

D. Accountability and Audit

Financial Reporting

DiGi aims to provide a balanced and meaningful assessment of the Group's financial performance and prospects primarily through the annual report, quarterly financial statements and analyst presentations. The Board is assisted by the Audit Committee in overseeing the Group's financial reporting process and the quality of its financial reporting.

Statement of Directors' Responsibility in Respect of the Financial Statements

The Directors are required by the Companies Act, 1965 to prepare financial statements for each financial year/period which have been made out in accordance with the applicable approved accounting standards in Malaysia and give a true and fair view of the state of affairs of the Group and of the Company and of the results and cash flows of the Group and of the Company for that year/period. In preparing those financial statements, the Directors have:

- adopted suitable accounting policies and applied them consistently;
- stated whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- made judgements and estimates that are reasonable and prudent; and
- prepared the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy the financial position of the Group and of the Company and to enable them to ensure that the financial statements comply with the Companies Act, 1965. The Directors are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Internal Control

The Statement on Internal Control set out on pages 52 to 54 of the Annual Report provides an overview on the state of internal controls within the Group.

Relationship with the Auditors

Key features underlying the relationship of the Audit Committee with the external auditors are included in the Audit Committee's terms of reference as detailed on pages 57 to 58 of the Annual Report. A summary of the activities of the Audit Committee during the year, including the evaluation of the independent audit process, are set out on page 56 of the Annual Report.

Statement on Internal Control

Introduction

The Board of Directors ("Board") is committed to maintaining a sound system of internal control in the Group and is pleased to provide the following statement, which outlines the nature and scope of internal control of the Group during the financial year.

Board Responsibility

The Board is ultimately responsible for the Group's system of internal control which includes the establishment of an appropriate control environment and framework as well as reviewing its adequacy and integrity.

The system of internal control covers, inter alia, risk management and financial, organizational, operational and compliance controls. Because of the limitations that are inherent in any system of internal control, this system is designed to manage, rather than eliminate, the risk of failure to achieve the Group's objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss, it is possible that internal controls can be circumvented or overridden. Furthermore, because of changing circumstances and conditions, the effectiveness of an internal control system may vary over time.

Key Elements of the System of Internal Control

The following sets out the key elements of the system of internal control of the Group, which have been in place throughout the financial year and up to the date of the Directors' Report.

There is in place a clearly defined organizational structure within the Group with formally defined lines of responsibility and delegation of authority. A process of hierarchical reporting has been established which provides for a documented trail of accountability.

Significant changes in the business and the external environment are reported to the Board during the Board meetings. Quarterly financial and other information are also provided to the Audit Committee and the Board. This oversight review enables the Board to control and evaluate the business performance so as to ensure that the Group is achieving its corporate objectives. The role of the Audit Committee in respect of its review of the system of internal controls is described in the Audit Committee Report included in this annual report.

The review of monthly financial and operational information that includes the monthly and year-to-date financial results and comparisons to the pre-determined key performance indicators, is empowered to the DiGi Management Team (the composition comprised the Chief Executive Officer (CEO) and 6 members of management). Based on this monitoring of results against budget, significant variances are identified and management action taken, where necessary. In addition, an Investment Committee supports the decision making process in connection with investments and divestment transactions in the Group.

There is an annual budgeting and business plan process where the management would prepare budgets for the forthcoming financial year in which these are submitted to and approved by the Board.

Statement on Internal Control (cont'd)

Key Elements of the System of Internal Control (cont'd)

Other control procedures include the establishment of appropriate limits of authority for the Board, and senior management for appropriate approval of transactions. There are established policies on health and safety, employees training and development, staff performance and evaluation. These procedures are relevant across the Group's operations and provide for continuous assurance to be given to management and, finally to the Board.

The Group is also participating in a comprehensive high priority project implemented by Telenor in its effort to implement by the deadline of 31 December 2006 the US Sarbanes Oxley Act requirements governing the assessment of the effectiveness of the internal controls of financial reporting.

Enterprise Risk Management Framework

An on-going process for identifying, evaluating and managing significant risks faced by the Group has been established, and has been in place for the whole of the year ended 31 December 2005. The risk management process, and practical guidance on its application, has been documented in a Risk Management Manual.

A Risk Management Committee, comprising the Chief Executive Officer, Chief Financial Officer and two other senior executives has been formed and met five times throughout the year with responsibility for ensuring that risks to the business are identified and evaluated and that effective responses are developed for their management. The Audit Committee is also provided with a quarterly update on the status of risk management activities and the progress in managing the key risks identified.

Major initiatives undertaken in 2005 by the Group to enhance the overall risk management framework were:

- Revenue Assurance

The revenue assurance processes, which are used to monitor potential revenue leakage that may arise during day to day operations, have been strengthened with the adoption of Telenor's Revenue Assurance Program (TRAP) method and an organisational re-alignment.

- Business Continuity Planning

The capabilities of the Group to sustain business operations in the event of a disaster were assessed and an on-going programme of review and enhancement has been instigated. In April 2005, a crisis simulation exercise was undertaken in conjunction with Telenor, and steps are being taken to design additional redundancies and alternate processing capabilities for critical technologies and operations.

- Information Security

The Group's information security standards and practices have been enhanced with the development of an Information Security Policy, based on established standards and industry best practices. The Policy defines the control environment required to protect the Group's information assets.

Internal Audit Function

The Group has in place an internal audit function, which assists the Board in conducting appropriate reviews to ensure that key controls established by the Board and management are operating effectively in order for the Board to achieve the objective of ensuring the adequacy and effectiveness of the system of internal control.

Internal audit reviews the control processes implemented by the management, and reports to the Audit Committee on a quarterly basis. Internal audit adopts a risk-based approach in the review of the internal controls in the key activities of the Group's businesses on the basis of an annual internal audit plan that had been presented to and approved by the Audit Committee.

Weaknesses of Internal Controls that Result in Material Losses

There were no material losses incurred during the current financial year as a result of weaknesses in internal control. Management continues to take measures to strengthen the control environment.

Other Compliance Information

Non-Audit Fees

The amount of non-audit fees paid to external auditors for the financial year ended 31 December 2005 is RM16,000.

Material Contracts

Save as disclosed below, neither the Company nor any of its subsidiary companies had entered into any material contracts which involved directors' and/or major shareholders' interests, either still subsisting at the end of the financial year ended 31 December 2005, or which were entered into since the end of the previous financial year.

Date	25 November 2004
Parties	Cosmo's World Theme Park Sdn. Bhd. DiGi Telecommunications Sdn. Bhd. (a subsidiary of DiGi.Com Berhad)
General nature of contract	An agreement in relation to the sponsorship rights on the IMAX brand granted by Cosmo's World Theme Park Sdn. Bhd. to DiGi Telecommunications Sdn. Bhd.
Consideration and mode of satisfaction of consideration	Total consideration is RM2 million for a two-year tenure commencing 1 January 2005 and a sum of RM0.25 million shall be satisfied upon signing of the agreement and subsequently, RM0.25 million will be paid on quarterly basis until the whole sponsorship fee is fully paid.
Relationship	Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT") resigned as director on 12 January 2005 and ceased to be a substantial shareholder on 20 October 2005. TSVT is deemed a director and substantial shareholder for the preceding 12 months of the date on which the terms of the transactions were entered upon. TSVT is a major shareholder of Berjaya Times Square Sdn. Bhd. Cosmo's World Theme Park Sdn. Bhd. is a wholly owned subsidiary of Berjaya Times Square Sdn. Bhd.

Audit Committee Report

Composition

Dato' Ab. Halim Bin Mohyiddin *Chairman/Independent Non-Executive Director*

Tan Sri Datuk Amar Leo Moggie (appointed on 10.5.2005) *Member/Independent Non-Executive Director*

Christian Storm *Member/Non-Independent Non-Executive Director*

Tun Dato' Seri Dr Lim Chong Eu (retired on 10.5.2005) *Member/Independent Non-Executive Director*

Meetings

The Audit Committee held five meetings during the financial year ended 31 December 2005 which were attended by all the members. Representatives of the external auditors and other officers of the Group were also invited to attend and brief the members on specific issues during deliberations by the Audit Committee.

Summary of Activities

The activities undertaken by the Audit Committee during the financial year ended 31 December 2005 included the following:

- Reviewed the quarterly unaudited financial results/reports and annual audited financial statements before submission to the Board for consideration and approval;
- Reviewed the external auditors' scope of work and audit plans for the year;
- Reviewed and discussed the external auditors' audit report and areas of concern in the management letter thereof, including management's response;
- Assessed the adequacy and effectiveness of the system of internal control and accounting control procedures and the weaknesses of the Group's operating units by reviewing the various internal audit reports and management responses thereto and ensuring significant findings are adequately addressed by management;
- Reviewed the adequacy and relevance of the scope, functions and resources of internal audit and that it has the necessary authority to carry out its work; and
- Reported to the Board on its activities and significant findings and results.

Internal Audit Function

The Group has an established Internal Audit Division which assists the Audit Committee in the discharge of its duties and responsibilities. The Group's Internal Audit Division conducted programmed independent reviews and evaluated risk exposures relating to the Group's governance, operations and information systems. The audit reviews also included assessing the means of safeguarding assets; and the economy and efficiency with which resources are employed. Further details of the activities of the Internal Audit Division are set out in the Statement on Internal Control on pages 52 to 54.

Audit Committee Report (cont'd)

Terms of Reference

1. Membership

The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom shall be Independent Directors and at least one member of the Committee must be a member of the Malaysian Institute of Accountants or such other qualifications and experience as approved by Bursa Malaysia Securities Berhad.

A quorum shall consist of two members and a majority of the members present must be Independent Directors.

If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three, the Board of Directors shall, within three months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

2. Chairman

The Chairman of the Committee shall be an Independent Director appointed by the Board. He shall report on each meeting of the Committee to the Board.

3. Secretary

The Company Secretary shall be the Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the Audit Committee and circulating them to the Committee members and to the other members of the Board of Directors.

4. Frequency of Meetings

Meetings shall be held not less than four times a year and will normally be attended by the Officer charged with the responsibilities of the Group's finance and Head of Internal Audit. The presence of external auditors will be requested if required and the external auditors may also request a meeting if they consider it necessary.

The Committee may regulate its own procedure in lieu of convening a formal meeting by means of video or teleconferencing or any other means of audio or audio-visual communications.

5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group. The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

The Committee is also authorised to convene meetings with the external auditors excluding the attendance of the executive members of the Committee, wherever deemed necessary.

Terms of Reference (cont'd)

6. Duties

The duties of the Committee shall be :

- (a) To consider the appointment of external auditors, the audit fee and any questions of resignation or dismissal including recommending the nomination of person or persons as external auditors;
- (b) To discuss with the external auditors where necessary, on the nature and scope of audit and to ensure coordination of audit where more than one audit firm is involved;
- (c) To review the quarterly results and year-end financial statements prior to the approval by the Board, focusing on:
 - going concern assumption
 - compliance with accounting standards and regulatory requirements
 - any changes in accounting policies and practices
 - significant issues arising from the audit
 - major judgemental areas
- (d) To prepare Audit Committee Report at the end of each financial year;
- (e) To discuss problems and reservations arising from the interim and final external audits, and any matters the external auditors may wish to discuss (in the absence of management, where necessary);
- (f) To review the external auditors' management letter and management's response;
- (g) To review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises question of management integrity;
- (h) To do the following in respect of the internal audit function:
 - review the adequacy of scope, functions and resources of the internal audit function and that it has the necessary authority to carry out its work;
 - review internal audit programme;
 - ensure coordination of external audit with internal audit;
 - consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of the staff of the internal audit function;
 - approve any appointment or termination of senior staff member of the internal audit function;
 - inform itself of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resignation;
 - to monitor related party transactions entered into by the Company and its subsidiaries, and to ensure that the Directors report such transactions annually to shareholders via the annual report;
 - to review and monitor the effectiveness of internal control systems and to evaluate the systems with the external auditors;
- (i) To carry out such other responsibilities, functions or assignments as may be defined jointly by the Audit Committee and the Board of Directors from time to time;
- (j) In compliance with Paragraph 15.17 of Bursa Malaysia Securities Berhad ('Bursa Securities') Listing Requirements, where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements, the Committee must promptly report such matter to Bursa Securities.