



Report of the FINANCE AND INVESTMENT COMMITTEE

The Board is pleased to issue the following report of the Finance and Investment Committee and its activities during the financial year ended 31 December 2012.

COMPOSITION OF FINANCE AND INVESTMENT COMMITTEE

- i. The Committee shall have at least three (3) members, all of whom shall be Non-Executive Directors. The quorum for the Committee shall be two (2) members;
- ii. In the event of equality of votes, the Chairman of the Committee shall have a casting vote (except where two (2) directors form the quorum). In the absence of the Chairman of the Committee, the members present shall elect one of their number to chair the meeting;
- iii. The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board.

The current composition of the Committee stands at three (3) members.

MEETINGS

- i. The Committee shall meet at least once in every quarter. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman. The Committee may establish any procedures from time to time to govern its meetings, keeping of minutes and its administration;
- ii. The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other directors, members of management, counsels, consultants as applicable to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities. Non-committee directors and members of management

in attendance may be required by the Chairman to leave the meetings of the Committee when the Chairman so request;

- iii. The Secretary of the Committee shall be the Company Secretary. Committee meeting agendas shall be the responsibility of management. The agenda for each meeting including supporting information shall be circulated at least seven days before each meeting to the Committee members and all those who are required to attend the meeting;
- iv. All submission to the Finance and Investment Committee shall be approved by the Project Review Committee before it is escalated to the Committee;
- v. The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members;
- vi. The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Principles of the Malaysian Code on Corporate Governance;
- vii. The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

A total of nine (9) meetings were held during the year. The status of directorship and attendance record of each of the members during the financial year were as follows:

Members of Finance and Investment Committee

No. of Meetings Attended

| | |
|--|-----|
| Datuk Karownikaran @ Karunikaran A/L Ramasamy Chairman, Independent Non-Executive Director | 9/9 |
| Professor Dato' Seri Ir. Dr Zaini bin Ujang Member, Non-Independent Non-Executive Director | 7/9 |
| Dato' Azmi bin Mohd. Ali Member, Non-Independent Non-Executive Director | 9/9 |

TERMS OF REFERENCE

Purpose

The Finance and Investment Committee, a Committee of the Board of Directors (Board), is established primarily to:

- i. Review, recommend and approve to the Board, capital expenditure as proposed by companies within the Group;
- ii. Review and recommend to the Board all acquisitions and divestment of companies and setting up of companies;
- iii. Advise Management on suitable plans in respect of future investments.

Scope of Activities

The duties of the Finance and Investment Committee shall include the following:

- i. To review and recommend to the Board of Directors the Group's operational plan and budget;
- ii. To review and approve all capital expenditure in excess of RM1 million and up to RM20 million as proposed by companies within the Group;
- iii. To review and recommend to the Board of Directors all capital expenditure in excess of RM20 million as proposed by companies within the Group;
- iv. To review and approve unbudgeted capital expenditure item of up to RM5 million if no budget was originally allocated or the lower of 10% of original budget and RM5 million for potential expenditure exceeding original budget;
- v. To review and approve any unbudgeted operating expenditure item exceeding the Group Managing Director's limits of authority up to a maximum of RM1 million;
- vi. To review and approve all acquisition and disposal of Company's assets and properties in excess of RM1 million and up to RM20 million as proposed by the companies within the Group;
- vii. To review and recommend to the Board of Directors all acquisition and disposal of company's assets and properties in excess of RM20 million as proposed by the companies within the Group;

- viii. To review and recommend to the Board of Directors all acquisitions and divestments of companies (excluding dormant companies) and setting up of new business, irrespective of value;
- ix. To consider other matters as referred to the Committee by the Board.

In respect of items vi and vii, the Group Managing Director is given the authority to approve any disposal of Company's assets and properties of RM1 million and below, in line with the Group's Limits of Authority. All assets and properties approved by the Group Managing Director shall be tabled to the Finance and Investment Committee for information at the Finance and Investment Committee Meeting.

ACTIVITIES DURING THE FINANCIAL YEAR

During the year, the Committee reviewed, approved and recommended to the Board of Directors:

- i. The operational plan and budget for the year;
- ii. The Group's strategies and internal restructuring;
- iii. Expenditures and investment proposals in relation to replacement of parts i.e. plants/new machines, construction of related plant facilities as well as new projects undertaken within the Group;
- iv. Acquisition and disposal of the Group's assets and properties as proposed by the companies within the Group;
- v. Funding requests by entities within the Group;
- vi. Frameworks on capital expenditure, mergers and acquisitions and international business expansion;
- vii. Proposed amendments to the Terms of Reference of the Committee;
- viii. Divestments of investments.

The Committee also monitored during the year the progress of investment proposals, capital expenditures and projects approved by the Board of Directors as well as considered other matters as referred to by the Board.