

GOLDEN LAND BERHAD
(Company No. 298367-A)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF AUDIT COMMITTEE
(Revised on 31 March 2017)

1. Members of the Audit Committee

The present members of the Audit Committee of the Company are:-

Name	Designation
(a) Beh Sui Loon (Chairman)	Independent Non-Executive Director Member of the Malaysian Institute of Accountants
(b) Oh Kim Sun	Non-Independent Non-Executive Director
(c) Tan Teck Kiong	Independent Non-Executive Director
(d) Lim Saw Imm	Independent Non-Executive Director

2. Objectives of the Audit Committee

- ▲ Provide assistance to the Board of Directors in fulfilling its fiduciary responsibilities pertaining to the financial, accounting records, internal control systems and the reporting practices of the Group.
- ▲ Oversees and appraise the quality of the audits conducted both by the internal and external auditors and evaluate the adequacy and effectiveness of the Group's administrative, operating and accounting controls and the integrity of its financial information.

3. Compositions of the Audit Committee

The Board shall appoint an Audit Committee from amongst its Directors and shall consist of not less than three (3) members with a majority of whom are independent and all members should be Non-Executive Directors. All members of the Audit Committee should be financially literate and at least one (1) member of the Committee must be a member of the Malaysian Institute of Accountants and if not, he/she must fulfill the criteria set out in the Listing Requirements of the Bursa Malaysia Securities Berhad ("BMSB").

The Chairman of the Audit Committee shall be elected by the members of the Committee and he shall be an Independent Non-Executive Director. No alternate director of the Board shall be appointed as a member of the Committee.

In the event of any vacancy in the Audit Committee resulting in the number of members becomes less than three (3) the Board shall fill the vacancy within three (3) months of such event.

The Board shall review the terms of office and performance of the Committee and each of its members at least once in every three (3) years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

4. Duties and Responsibilities of the Audit Committee

The following are the main duties and responsibilities of the Audit Committee:-

- a) To consider the appointment and annual reappointment of the external auditors and their audit fees, after taking into consideration the independence and objectivity of the external auditors and the cost effectiveness of their audit.
- b) To review with the external auditors before the audit commences, the nature and scope of the audit, the audit plan and to ensure coordination where more than one audit firm is involved.
- c) To review the quarterly interim results and annual financial statements of the Group before submission to the Board, focusing particularly on:-
 - a. change in accounting policies and practices
 - b. significant adjustments arising from the audit
 - c. the going concern assumption
 - d. significant potential risk issues, if any
 - e. compliance with the applicable approved accounting standards and other legal requirements
- d) To review the external auditors' management letter and management's response thereto.
- e) To review with the external auditors problems and observations arising from their interim and final audits, and any matter the auditors may wish to discuss without the presence of management where necessary.
- f) To review the extent of assistance and co-operation given by the employees to the external auditors and to the internal audit service provider.
- g) To review the adequacy of the scope, functions and resources of the internal audit service provider and that it has the necessary authority to carry out its work.
- h) To review the internal audit program, process and result of the internal audit investigation undertaken and whether or not appropriate action is taken on the recommendation of the internal audit service provider.

- i) To appraise or assess the performance of the internal audit function.
- j) To review any related party transaction and conflict of interests situation that may arise within the Group, including any transaction, procedure or course of conduct that question of management integrity.
- k) To consider risk management and other issues as defined by the Board.
- l) To approve and issue the Audit Committee's Report on the financial statements in the form as may be required by the relevant authorities from time to time.
- m) To report to the Board of Directors all pertinent issues which are necessary to be reported.
- n) To approve the appointment of the key internal auditors.
- o) To review with the external auditors, their evaluation of the system.
- p) To approve the Internal Audit Plan.
- q) To review the follow-up actions by Management on the weaknesses of internal accounting procedures and controls as highlighted by the external and internal auditors.
- r) To perform any other work that it is required or empowered to do by statutory legislation or guidelines as prepared by relevant Government authorities which will include, but are not limited to:
 - i) The Securities Commission
 - ii) The Bursa Malaysia Securities Berhad
- s) To review and approve the Annual Report prior to presentation to the Board of Directors for approval and subsequent dispatch to the shareholders.
- t) To review and assess the adequacy of the Risk Management Committee Charter and Policy and shall recommend any amendments whenever deemed necessary and appropriate.
- u) To review the Risk Management Committee's reports and the annual assessment of risks for the Group including deliberation on the corresponding action plans to mitigate key risks for the Group.
- v) To undertake annual assessment of the suitability and independence of the External Auditors to ensure that the External Auditors are, have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements and they have met the criteria of suitability; and

w) To advise the Board of Directors with the reasons that provision of non-audit services by the External Auditors are not perceived to be materially in conflict with their role as auditors.

5. Authority of the Audit Committee

The Audit Committee shall have explicit authority to investigate any matter within its terms of reference, the resources to do so and full access to information.

The Committee is also granted authority to obtain external legal or other independent professional advice and to ensure the assistance of external parties with relevant experience and expertise if desirable.

The Audit Committee is authorised to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

6. Meetings

The quorum for the Audit Committee meeting shall be two (2) members of which both of them must be independent directors.

The Audit Committee shall meet at least four (4) times in a financial year. The Committee shall meet with the external auditors at least twice in a financial year or at external auditors' request. Minutes of each meeting shall be distributed to each member of the Committee.

The Audit Committee shall meet regularly, with due notice of issues to be discussed, and shall record its conclusion in discharging its duties and responsibilities.

The Chief Financial Officer, the Internal Auditor and a Representative of the External Auditors shall normally attend Audit Committee meetings. Other board members may attend meetings upon the invitation of the Audit Committee.

The Chairman of the Audit Committee should communicate on a continuous basis with senior management, such as Chairman, Chief Executive Officer, Chief Financial Officer, Internal Auditors and the External Auditors in order to be kept informed of matters affecting the Company.

Any issue at the meeting shall be decided by a majority of votes, each member having one (1) vote and in case of equality of votes the Chairman shall have a second or casting vote. Save that where two (2) members form a quorum, the Chairman of a meeting at which only such a quorum is present, or that which only two (2) members are competent to vote on the question of issue, shall not have a casting vote.

The External Auditors may request a meeting if they consider necessary. Upon the request of the Auditors, the Chairman shall convene a meeting of the Committee to consider any matters the Auditors believe should be brought to the attention of the directors and shareholders.

A resolution signed by all members of the Audit Committee for the time being present in Malaysia shall be as effective as a resolution passed at a meeting of the committee duly convened and held. Any such resolution may consist of several documents in the same form and each signed by one or more members of the Audit Committee.