

Corporate Governance Statement

The Board of Directors is committed to ensure that the highest standards of corporate governance are practiced throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholder value and the financial performance of the AIC Group.

Set out below is a statement of how the Group has applied the principles of the Malaysian Code on Corporate Governance.

SECTION 1 DIRECTORS

THE BOARD OF DIRECTORS (“BOARD”)

An effective Board leads and controls the Group. The Board meets at least four times a year, with additional meetings convened as necessary. All Board members bring an independent judgement to bear on issues of strategy, performance, resources and standards of conduct.

The attendance of the Board meetings by the Directors for year 2002 are as follows:-

Dates of Meeting	Total Directors	Attendance by Directors	
		Independent	Non-Independent
08 February 2002	6	3 (100%)	3 (100%)
22 February 2002	6	3 (100%)	3 (100%)
05 April 2002	6	3 (100%)	3 (100%)
22 April 2002	6	2 (67%)	3 (100%)
17 May 2002	6	3 (100%)	3 (100%)
27 June 2002	6	3 (100%)	3 (100%)
16 August 2002	6	3 (100%)	3 (100%)
26 September 2002	6	3 (100%)	3 (100%)
15 October 2002	6	3 (100%)	3 (100%)
18 November 2002	6	2 (67%)	3 (100%)
17 December 2002	6	2 (67%)	3 (100%)

Details of attendance by individual Directors:-

Name of Directors	Total Meetings Attended by Directors	Percentage of Attendance
Datuk Haji Sarip bin Hamid	11	100%
Haji Mohd Ali bin Bawal	11	100%
Mohamad Ariff bin Puteh	11	100%
Md Yusof bin Hussin	10	91%
Prof Madya Dato' Haji Mohd Mokhtar bin Haji Shafii	10	91%
Mamat @ Mohamed bin Hussain	10	91%

The Board has delegated specific responsibilities to several subcommittees, namely Audit Committee, Nomination Committee, Remuneration Committee, Management Committee, Share Option Committee and Risk Management Committee. These Committees have the authority to examine particular issues and report back to the Board with their recommendations. The ultimate responsibilities for the final decision on all matters, however, lie with the entire Board.

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Composition of Sub-Committees are as follows:-

	Audit Committee	Nomination Committee	Remuneration Committee	Management Committee	Share Option Committee	Risk Management Committee
Board members						
Datuk Haji Sarip bin Hamid					C	
Haji Mohd Ali bin Bawal				M		
Mohamad Ariff bin Puteh				C		C
Md Yusof bin Hussin	C	M	C			
Prof Madya Dato' Haji Mohd Mokhtar bin Haji Shafii	M	C	M			
Mamat @ Mohamed bin Hussain	M	M	M		M	
Non-Board members						
Chen Heng Mun				M		M
Kenneth Kang Kok Gee				M		M
Siti Sharifah Zahrah binti Hussein				M	M	
Kong Seong Hee					M	
Teo Sia Yian					M	

C - Chairman M - Member

All Committees have written terms of reference and procedures, and the Board receives report of their proceedings and deliberations. The Chairman of the various Committees will report to the Board on the outcome of the Committee meeting and such reports will be incorporated in the minutes of the full Board Meeting.

BOARD BALANCE

The Board currently has six members, comprising the Non-Executive Chairman, three Independent Non-Executive Directors and two Executive Directors. Together, the Directors bring a wide range of business and financial experience relevant to the Group. A brief description of the background of each Director is presented on page 20 to 21.

Datuk Haji Sarip bin Hamid is the Non-Executive Chairman of the Board while Mohamad Ariff bin Puteh acts as the Executive Director/ Chief Executive Officer. There is a clear division of responsibility between these two roles to ensure balance of power and authority. Encik Md Yusof bin Hussin, the Audit Committee Chairman, is the Senior Independent Non-Executive Director to whom concerns may be conveyed.

The Company considers that its complement of Non-Executive Directors, provide an effective Board with a mix of knowledge and broad business and commercial experience. This balance is particularly important in ensuring that the strategies proposed by the executive management are fully discussed and examined, and take into account of the long term interests of the Company. The Board is satisfied that the current Board composition fairly reflects the investment of minority shareholders in the Company.

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SUPPLY OF INFORMATION

All Directors review a Board report prior to the Board meeting. These papers are issued in sufficient time to enable the Directors to obtain further explanations, where necessary, in order to be briefed properly before the meeting. The Board report includes, among others, the following details:

- Minutes of meeting of all Committees of the Board
- Quarterly/ monthly performance report of the Group
- Major operational and financial issues
- Proposals for senior management appointments
- Legal matters

In addition, there is a schedule of matters reserved specifically for the Board's decision, including:

- i) The approval of corporate plans and budgets,
- ii) Acquisitions and disposals of assets that are material to the Group,
- iii) Major investment,
- iv) Changes to management and control structure of the Group, including key policies, procedures and authority limits.

The Board has approved a procedure for Directors to take independent professional advice, if necessary, at the Company's expense. Before incurring such professional fees, the Director concerned must consult with the Chairman of the Board.

All Directors have access to the advice and services of the Company Secretary.

APPOINTMENTS TO THE BOARD

The Malaysian Code on Corporate Governance endorses, as good practice, a formal procedure for appointments to the Board, with a Nomination Committee making recommendations to the Board. The Code, however, states that this procedure may be performed by the Board as a whole, although, as a matter of best practice, it recommends that this responsibility be delegated to a committee.

In previous years, all Directors were involved in the process of assessing existing Directors and identifying, recruiting, nominating, appointing and orienting new directors. During the period, the Board identified the competency framework for all Directors. This framework forms part of the selection and performance criteria for all the Directors.

NOMINATION COMMITTEE ("NC")

The Nomination Committee which comprises of all Independent Non-Executive Directors was set up on 1 August, 2001 and its members are as follows:

- Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii (Chairman)
- Md. Yusof bin Hussin
- Mamat @ Mohamed bin Hussain

Year 2002 was a very active year for the NC having a total of seven meetings, reviewing the Management's proposals for redefinition of strategic directions and its implementation to ensure organizational effectiveness.

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Details of attendance by individual Directors:-

Name of Directors	Total Meetings Attended by Directors	Percentage of Attendance
Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii (Chairman, Nomination Committee)	7/7	100%
Mamat @ Mohamed bin Hussain	6/7	86%
Md Yusof bin Hussin (Chairman, Remuneration Committee)	7/7	100%

To ensure that the Board has an appropriate balance as well as maintain its effectiveness, the NC has recommended a total competency framework and performance assessment process, which was duly approved by the Board. The competency framework guides the Board in the criteria for appointment of new Director and performance criteria for the Board as a whole and its individual members.

The NC has the following terms of reference:-

- 1) To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board.
- 2) To review annually and recommend to the Board the structure, size, balance and composition of the Board and Board Committees including the required mix of skills and experience, core competencies which Non-Executive Directors should bring to the Board and other qualities to function effectively and efficiently.
- 3) To consider, evaluate and propose to the Board any new Board appointments, whether executive or non-executive positions. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:-
 - a) Size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group; and
 - b) Best practices of the Malaysian Code on Corporate Governance Part 2 AAIH which stipulates that Non-Executive Directors should be a person of calibre, credibility and have the necessary skills and experience to bring independent judgements to bear on issues under consideration by the Board. Independent Non-Executive Directors should make up at least one-third of the membership of the Board.
- 4) To propose to the Board responsibilities of Non-Executive Directors, including membership and chairmanship of Board Committees.
- 5) To evaluate Management's recommendation for the appointment, promotion, transfer, dismissal and scope of duties of senior executive positions, including that of the Managing Director or Chief Executive Officer and Executive Directors.
- 6) To evaluate and implement processes for assessing the effectiveness of the Board as a whole, the Committee of the Board and for assessing the contribution of each Director.
- 7) To ensure the implementation of an annual evaluation process of:
 - a) The effectiveness of each director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to the Directors in respect of their performance.
 - b) The effectiveness of the Committees of the Board; and
 - c) The effectiveness of the Board as a whole.
- 8) To recommend to the Board:
 - a) Whether Directors who are retiring by rotation should be put forward for re-election; and
 - b) Termination of membership of individual Directors in accordance with policies or other appropriate reasons.

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- 9) To evaluate the recommended plans for succession at Board level as well as senior executives and management level.
- 10) To ensure adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards to their contribution to the Board and Group.
- 11) To consider other matters as referred to the Committee by the Board.

DIRECTORS' TRAINING

As an integral element of the process of appointing new directors, the Nomination Committee ensures that there is an orientation and education program for new Board members. This is supplemented by visits to key locations and meetings with other key senior executives. Directors also receive further training from time to time, particularly on relevant new laws and regulations and changing commercial risks.

All Directors have attended and successfully completed the Mandatory Accreditation Program conducted by the Research Institute of Investment Analyst Malaysia. In 2002, we had also conducted an in-house briefing by our legal advisers on the importance and proper conduct of due diligence on corporate transactions and day to day management.

RE-ELECTION

In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to re-election by shareholders at the first opportunity after their appointment. The Articles also provide that at least one third of the remaining Directors be subject to re-election by rotation at each Annual General Meeting.

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.

SECTION 2 DIRECTORS' REMUNERATION

OBJECTIVE OF DIRECTORS' REMUNERATION

The Company has adopted the objective as recommended by the Malaysian Code on Corporate Governance to determine the remuneration for a Director so as to ensure that the Company attracts and retains the Director needed to run the Group successfully. In the case of Executive Directors, the component parts of remuneration are structured so as to link rewards to corporate and individual performance. In the case of Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the particular non-executive concerned.

REMUNERATION PROCEDURE

The Remuneration Committee recommends to the Board the framework of executive remuneration and its cost, and the remuneration package for each Executive Director. In framing the directors' remuneration policy, the Remuneration Committee consults and receives advice from external consultants. None of the Executive Directors participated in any way in determining their individual remuneration. It is, nevertheless, the ultimate responsibility of the entire Board to approve the remuneration of these Directors.

The determination of the remuneration of the Non-Executive Directors is a matter for the Board as a whole with individual Directors abstaining from decision in respect of their remuneration.

REMUNERATION COMMITTEE

The Remuneration Committee was set up on 1 August 2001 and the members are as follows:-

- Md Yusof bin Hussin (Chairman)
- Prof. Madya Dato' Haji Mohd Mokhtar bin Haji Shafii
- Mamat @ Mohamed bin Hussain

This subcommittee of the Board had five meetings in the period, which was attended by all members. All members of this Committee are Independent Non-Executive Directors.

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REMUNERATION PACKAGE

The remuneration package of Directors is as follows: -

(a) **Basic Salary**

The basic salary (inclusive of statutory employer contributions to the Employee Provident Fund) for each Executive Director is recommended by the Remuneration Committee. The performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in a selected group of comparable companies are taken into account when formulating the recommendation.

(b) **Fees**

The Board determines fees payable to Non-Executive Directors after considering comparable organizations and their levels of responsibilities undertaken by Directors. Such fees are tabled to the shareholders of the Company for approval.

(c) **Bonus Scheme**

The Group operates a bonus scheme for all employees, including the Executive Directors. The criteria for the scheme is the level of profit achieved from certain aspects of the Groups business activities against targets, together with an assessment of each individual's performance during the period. Bonuses payable to the Executive Directors are reviewed by the Remuneration Committee and approved by the Board.

(d) **Benefits in Kind**

Other customary benefits (such as private medical cover, cars) are made available as appropriate.

(e) **Pension Arrangements**

- i) Contributions are made to the Employees Provident Fund, the national mandatory defined contribution plan, in respect of all Malaysian-resident Executive Directors.
- ii) Gratuity – Employees who have completed a minimum of five (5) years continuous service may be considered at the discretion of the Board for gratuity upon his/her official retirement.

(f) **Executive Directors' Retirement Age**

The normal retirement age for all Executive Directors shall be at the age of fifty-five (55) years. However, the Board of Directors has the discretion to extend the service of that Director.

(g) **Directors' Share Options**

The movement in Directors' share options during the financial year ended 31 December 2002 is set out on pages 56 to 57.

DIRECTORS' REMUNERATION

The details of the remuneration of each Director during the period are as follows:-

- (a) The number of Directors of the Company whose remuneration, retirement gratuity and fees, including fees paid to companies in which Directors have interest, fall in the following band:-

	Executive		Non-Executive	
	2002	2001	2002	2001
RM900,000 – RM949,999	1	–	–	–
RM500,000 – RM899,999	1	–	–	–
RM450,000 – RM499,999	–	2	–	–
RM400,000 – RM449,999	1	–	–	–
RM100,000 – RM399,999	–	–	–	–
RM 50,000 – RM 99,999	–	1	–	–
Below RM50,000	–	–	3	4

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(b) The aggregate remuneration of Directors with categorization into appropriate Components are as follows:-

(RM'000)	Executive		Non-Executive	
	2002	2001	2002	2001
Salaries	890 *	393	-	-
Fees payable	4	-	54	53
Meeting allowances paid / payable	1	-	19	3
Management fees paid / payable to companies in which Directors have interest for services rendered by the Directors	184 *	504	-	-
Bonuses	62 ^	100 ^	-	-
Benefits-in-kind (based on an estimated money value)	60	33	-	-
Retirement Gratuity – paid	495	-	-	-
– provision	495	-	-	-

* Board approved a resolution to make payment directly to the Executive Directors instead of the companies in which Directors have interest for services rendered by the Directors.

^ Bonus paid in relation to services rendered in the respective preceeding year.

(c) Details of remuneration, retirement gratuity and fees paid/payable to individual Directors and companies in which Directors have interest for year 2002 are as follows:

(RM'000)	Salaries	Bonuses	Fees	Meeting allowances	Benefits in-kind	Retirement gratuity	Subtotal	Fees paid to a Company	Total
Executive Directors									
Datuk Haji Sarip bin Hamid**	318	62	4 *** 18 #	1	20	495	900	-	900
Haji Mohd Ali bin Bawal	277	-	- 18 #	-	20	495 ##	792	92	884
Mohamad Ariff bin Puteh	295	-	- 28 #	-	20	-	315	92	407
Non-Executive Directors									
Prof Madya Dato' Haji Mohd Mokhtar bin Haji Shafii	-	-	18 ***	6	-	-	24	-	24
Mamat @ Mohamed bin Hussain	-	-	18 ***	6	-	-	24	-	24
Md Yusof bin Hussin	-	-	18 ***	7	-	-	25	-	25

** Datuk Haji Sarip bin Hamid retired with effect from 10 November 2002 and was reappointed as the Non-Executive Chairman on 11 November 2002.

*** To be approved by shareholders at the AGM

Fees and allowances paid by a subsidiary

Provided but not paid for

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SECTION 3 SHAREHOLDERS

DIALOGUE BETWEEN THE COMPANY AND INVESTORS

As part of the Board's responsibility in developing and implementing an investor relations programme, regular discussions were held between the Chief Executive Officer and Senior Vice President, Group Corporate Services and shareholders, analysts and investors throughout the year. Presentations based on permissible disclosures are made to explain the Group's performance and major development programmes. Formal analyst briefings were held quarterly, i.e. in May, August, December 2002 and March 2003 after the announcement of the quarterly results of the Group to KLSE. Price sensitive information about the Group is, however, not disclosed in these exchanges until after the prescribed announcement to the KLSE has been made. Timely announcements are made to the public with regards to the Group's corporate proposals, financial results and other regulatory announcements.

In addition, the Group has established a website at www.aic.com.my which shareholders can access for information.

ANNUAL GENERAL MEETING

The Annual General Meeting ("AGM") is the principal forum for dialogue with shareholders. At each AGM, the Board presents the progress and performance of the business and encourages shareholders to participate in the question and answer session. All Directors and senior management are available to respond to the shareholders' questions during the meeting.

Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of a proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting and the Chairman declares the number of proxy votes received both for and against each separate resolution.

SECTION 4 ACCOUNTABILITY AND AUDIT

FINANCIAL REPORTING

For financial reporting through quarterly reports to KLSE and the annual report to the shareholders, the Directors have a responsibility to present a fair assessment of the Group's financial position. The Audit Committee assists the Board in scrutinizing information for disclosure to ensure accuracy and completeness.

STATEMENT OF DIRECTORS' RESPONSIBILITY FOR PREPARING THE FINANCIAL STATEMENTS

The Directors are required by the Companies Act 1965 to prepare financial statements for each financial year which have been made out in accordance with the applicable approved accounting standards and give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and of the results and cash flows of the Group and of the Company for the financial year then ended.

In preparing the financial statements, the Directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- ensured that all applicable accounting standards have been followed; and
- prepared financial statements on the going concern basis as the Directors have a reasonable expectation, having made enquiries, that the Group and Company have adequate resources to continue in operational existence for the foreseeable future.

The Directors have responsibility to ensure that the Company keeps accounting records which disclose with reasonable accuracy of the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the Companies Act 1965.

The Directors have overall responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Corporate Governance Statement

INTERNAL CONTROL

The Statement on Internal Control presented on pages 33 to 34 provides an overview of the state of internal control within the Group.

The Group has formalised the following as its risk management policies in 2002:

- the Group deliberately incurs business risks if the associated rewards are expected to enhance AIC's corporate value;
- risks associated with the core business processes are borne by the Group itself;
- risk tied to resource management processes are reduced within the Group or, where expedient, shifted to third parties (e.g. outsourcing);
- risk that relate neither to core nor resource management processes are not incurred by the Group; and
- actions that are legally dubious, violate the Group's policies and principles, such as human resource principles, financial management procedures or contradict local customs risk, and in particular the Group's reputation, will not be carried out.

RELATIONSHIP WITH THE AUDITORS

The role of the Audit Committee in relation to the external auditors is described on pages 36 to 37. The Company has always maintained a close and transparent relationship with its external auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia.

Comparison between audit/non-audit fees paid/payable to the external auditors:-

	2002 (RM'000)
Audit fees paid/payable to KPMG	
■ Malaysia	145
■ Overseas	182
Non-audit fees paid/payable to KPMG	
■ Malaysia	16
■ Overseas	37
Audit fees paid/payable to other auditors	1

The above Statement is made in accordance with the resolution of the Board of Directors dated 12 March 2003.

Statement on Internal Control

INTRODUCTION

This Statement on Internal Control by the Board of Directors (“Board”) on the Group is made pursuant to KLSE Listing Requirements para 15.27 (b) with regard to the Group’s compliance with The Principles and Best Practices provisions relating to internal controls provided in the Malaysian Code on Corporate Governance (“Code”). The Board is pleased to enclose the statement on internal control of the Group for the financial year under review prepared in accordance with the *Statement on Internal Control: Guidance for Directors of Public Listed Companies* (“Guidance”).

BOARD’S RESPONSIBILITIES

The Board recognizes the importance of sound internal controls and risk management practices towards maintaining good corporate governance. The Board affirms its overall responsibility for the Group’s systems of internal control and risk management which include the establishment of an appropriate control environment and framework as well as reviewing the adequacy, integrity and effectiveness of these systems.

While acknowledging their responsibility for the Group’s system of internal control, the Directors are aware that such systems are designed to manage rather than to eliminate the risk that may impede the Group’s business objectives. Accordingly, it should be noted that these systems can only provide reasonable but not absolute assurance against material misstatement or loss.

For the purpose of this statement, our associated company, Jotech Holdings Berhad (“Jotech”) which is listed on the Second Board of KLSE has not been dealt with as part of the Group. The Board of Jotech has prepared and disclosed its Statement on Internal Control in its Year 2002 Annual Report.

The process to review the adequacy and integrity of the system of internal control has been in place during the year and up to the date of approval of the annual report and is subject to regular review by the Board. The key features of the internal control systems are described under the following headings.

INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORK

RISK MANAGEMENT

A Risk Management Committee (“RMC”) was formed on 5 April 2002 to assist the Board. The RMC meets at least once half-yearly to identify, evaluate and manage all the significant risks faced by the Group. It will then report to the Board on their findings and will recommend appropriate actions, if required. The Group has established a reporting system whereby any occurrence of significant risk will be reported to the RMC for its evaluation and its onward reporting to the Board.

Pursuant to the introduction of the Code, the Board and its management had in Year 2001 taken steps to review the Group’s existing internal control and formalise the existing risk management practices and, where appropriate, close gaps to conform with the best practices as recommended in the Code and the Guidance. The Board is pleased to highlight that the Group’s formalised risk management framework is being applied to all its operating subsidiaries for the period under review except for our Singapore listed subsidiary, Nucleus Electronics Limited (“NEL”). NEL is listed on the Stock Exchange of Singapore Dealing and Automated Quotation System (SGX Sesdaq) and is governed by the Singapore Exchange Rules. The Rules requires NEL to have its own Risk Management Framework.

For the operating business units in Malaysia, the Board, with the assistance of the external advisers, has developed and formalised an enterprise risk management framework. Risk-profiling workshops were conducted with the aim to assist management to focus on key risks, adequacy of processes and controls to manage these risks and development of action plans to overcome any unacceptable residual risks. The Group’s risk direction, risk appetite and policies were introduced. This was done through desktop reviews, interviews with senior management and workshops.

The workshops which involved senior management contributed to a greater understanding of the strategic and operational risks facing the Group’s respective business units and the actions required to deal with them. The workshops with the middle management and non-executives reinforced the existing control practices particularly on segregation of responsibilities in their day-to-day operations.

Statement on Internal Control

This formalised process takes into account all significant aspects of internal control, which encompass the establishment of an appropriate control environment and framework, as well as reviewing the adequacy and integrity of the internal controls. Key business risks have been categorised to highlight the source of risk, their financial impacts and the likelihood of occurrence.

All the above-mentioned initiatives ensure that the Group has in place a formalised ongoing process for identifying, evaluating, managing and monitoring the significant risks affecting the achievement of its business objectives throughout the period under review and up to the date of approval of the annual report.

RISK MANAGEMENT AS A CONTROL TOOL

Our internal control systems are aimed at managing business risks that may have undesirable effects on our organisation's ability to achieve our business objectives. It also aims to manage business risk that may impede the successful execution of strategies that are aligned with the Group's vision.

The monitoring of control procedures is also supplemented by reviews undertaken by our internal audit function on the controls in operation in each individual business. The Group has in place an adequately resourced internal audit department and the primary function of the Internal Audit Function is to assure the Board, through the Audit Committee, that the internal control systems function as intended. Further details of the Internal Audit Function are set out on pages 36 to 38 in the Audit Committee's Report.

RISK MANAGEMENT AS A STRATEGIC TOOL

We also adopt risk management as a strategic tool in strategy formulation, and in our investment and resource allocation processes. For instance, our strategic formulation process is closely aligned to addressing principal risks and probable emerging risks, as well as pursuing potential opportunities that could arise therefrom. In July 2002, the Group organized a 2 day Strategic Meeting attended by all its directors as well as top management to chart out the Group's Strategic Plan for the next 5 years.

MANAGEMENT PROCESSES AND CONTROL FRAMEWORK

INFORMATION SYSTEMS

The Group also operates an information system that captures information from both internal and external environment. Performance, both financial and non-financial, are reported on in a timely and accurate manner. The information system provides management with reliable data, analysis, variations, exceptions and other inputs relevant to the Group's performance.

There is a comprehensive budgeting process where an annual budget would be prepared, reviewed and approved by the subsidiaries' Board each year. The budgets are then subject to review at a meeting chaired by the President/Chief Executive Officer. The Group Budget is then presented to the Board for approval.

CONTROL ENVIRONMENT

To ensure the effectiveness of the internal control framework and its continuity, the Group maintains a well-resourced human capital function with established limits of authority and policies on training and development, education and staff performance, to provide continuous assurance to be given at higher levels of management and finally to the Board.

A code of conduct is provided to all employees of the Group and acts as a framework for the employees to exercise judgment and make decisions on a consistent basis.

The above statement is made in accordance with the resolution of the Board of Directors dated 12 March 2003.

Audit Committee Report

1. ROLE OF AUDIT COMMITTEE (“COMMITTEE”)

The Committee shall:

- Provide assistance to the Board of Directors (“Board”) in fulfilling its fiduciary responsibilities relating to the corporate accounting and reporting practices of the Company and the Group.
- Monitor the Group’s business efficiency, the quality of the accounting and audit function and strengthen the confidence of the public in the Group’s reported results.
- Maintain, through regularly scheduled meetings, a direct line of communication between the Board and the external auditors as well as internal auditors.
- Avail to the external and internal auditors as a private and confidential audience at any time they desire and request through the Committee Chairman, with or without the prior knowledge of Management.
- Act upon the Board’s request to investigate and report on any issues or concerns with regard to the Management of the Group.

2. TERMS OF REFERENCE

COMPOSITION

The Committee shall be appointed by the Board from amongst its Directors and consist of no fewer than three members, the majority of whom shall be independent Directors, independent of senior management and operating executive and unencumbered by any relationships that might, in the opinion of the Board be considered to be a conflict of interest.

The members of the Committee shall elect a Chairman from among their number who shall be an independent and non-executive Director. An alternate Director must not be appointed as a member of the Committee. In the event of any vacancy in the Committee, the Company shall fill the vacancy within three months.

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

AUTHORITY

The Committee is authorised by the Board:

- a) to investigate any matter within its terms of reference;
- b) to have the resources which are required to perform its duties;
- c) to request with full and shall have unrestricted access to any information it seeks as relevant to its activities from any employees of the Company or the Group and all employees are directed to co-operate with any request made by the Committee;
- d) to have direct communication channels with the external auditors and the internal auditors;
- e) to seek and accept independent professional advice and to secure the attendance of outsiders with relevant experience and expertise as it considers necessary; and
- f) to be able to convene meetings with the external auditors, excluding the attendance of the executive members of the committee, whenever deemed necessary.

Audit Committee Report

ATTENDANCE AND FREQUENCY OF MEETINGS

The minimum quorum for the meeting is two members of the Committee, the majority of members present must be independent and non executive Directors.

The Group President / Chief Executive Officer (“CEO”), Vice President, Group Chief Financial Officer cum Joint Company Secretary and Senior Manager, Head, Group Internal Audit are normally invited for attendance at each meeting. Representatives of the external auditors are also invited from time to time to brief the Committee on related audit matters.

A minimum of four meetings per year is planned, although additional meetings may be called at any time at the Committee Chairman’s discretion.

At least once a year, the Committee shall meet with the external auditors, without the presence of any executives of the Group.

PROCEDURES OF MEETINGS

- a) The Committee Chairman shall preside at all meetings. In his absence, Committee members present shall elect among themselves an independent and non-executive director to be the chairman of the meeting.
- b) The Committee Chairman may call for a meeting upon the request of the internal or external auditors or any Committee member or Company’s Chairman or CEO; in order to consider any matter that should be brought to the attention of the Directors or shareholders.
- c) The Secretary of the Committee shall draw up the agenda for the meeting and the agenda shall be sent to all members of the Committee and any other persons who may be required to attend.
- d) A minimum seven (7) days’ notice shall be given for all meetings. Nevertheless, a shorter notice is permitted subject to agreement by all Committee members.
- e) All decisions are determined by a majority of votes. In case of equality of votes, the Committee Chairman shall have a casting vote.
- f) A resolution in writing signed by a majority of the Committee members and constituting a quorum shall be effective as a resolution passed at a meeting of the Committee.

MINUTES OF MEETINGS

The Company Secretary shall attend the meetings of the Committee and minute all the proceedings of the meetings. Minutes of meetings must be signed by the Chairman of the meeting and are kept at the registered office of the Company.

FUNCTIONS

The Committee shall review, appraise and report to the Board on:

- a) The discussion with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of the audit and to ensure co-ordination of audit where more than one audit firm is involved;
- b) The review with the external auditors, his evaluation of the system of internal controls, his management letter and management’s response;

Audit Committee Report

- c) The discussion of problems and reservations arising from the half year and final year external audits, the audit report and any matters the external auditors may wish to discuss (in the absence of Management, where necessary);
- d) The assistance given by the employees of the Group to the external and internal auditors;
- e) The review of the following in respect of Internal Audit Department (“IAD”):
 - Adequacy of the scope, functions and resources of the IAD and that it has the necessary authority to carry out its work
 - Internal Audit programme
 - The major findings of internal audit investigations and management’s responses, and ensure that appropriate actions are taken on the recommendations of the IAD
 - Co-ordination of external audit with internal audit
 - Appraisal or assessments of the performance of the staff of the IAD
 - Approval of any appointment or termination of senior staff member of the IAD
 - Resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resignation
- f) The review of quarterly reporting to the Kuala Lumpur Stock Exchange (“KLSE”) and year end financial statements of the Group before the submission to the Board, focusing particularly on: –
 - Changes in or implementation of major accounting policy changes;
 - Significant and unusual events; and
 - Compliance with accounting standards and other legal requirements.
- g) The review of any related party transaction and conflict of interest situation that may arise within the Group or Company, including any transaction, procedure or course of conduct that raises questions of Management integrity;
- h) The review of any letter of resignation from the external auditors and any questions of resignation or dismissal;
- i) The review where appropriate whether there is a reason (supported by grounds) to believe that the Group’s external auditors is not suitable for re-appointment;
- j) The recommendation of the nomination and appointment of external auditors as well as the audit fee;
- k) Prompt reporting to the KLSE on any matter reported by the Committee to the Board which has not been satisfactorily resolved resulting in a breach of the KLSE Listing Requirements;
- l) Any other function that may be mutually agreed upon by the Committee and the Board, which would be beneficial to the Company and ensure the effective discharge of the Committee’s duties and responsibilities.

Audit Committee Report

3. MEMBERS OF THE COMMITTEE

The Committee is pleased to report that all the members of the Committee are independent & non-executive Directors. The members of the Committee were:

Encik Md Yusof bin Hussin (Committee Chairman)	Independent & Non-Executive Director
Y. Bhg. Prof. Madya Dato' Haji Mohd. Mokhtar bin Haji Shafii	Independent & Non-Executive Director
Encik Mamat @ Mohamed bin Hussain	Independent & Non-Executive Director

Pursuant to the requirement of Paragraph 15.10 of the KLSE Revamped Listing Requirements, which states that at least one member of the Committee must be a member of the Malaysian Institute of Accountants ("MIA"), the Committee Chairman is a member of the MIA.

4. MEETINGS OF THE COMMITTEE

The details of attendance at the Committee meetings in 2002:-

Date of meeting	Total Committee Members	Attendance by Committee Members (Percentage Attendance)	
		Independent	Non Independent
1) 7 February 2002	3	3 (100%)	n/a
2) 14 May 2002	3	3 (100%)	n/a
3) 26 June 2002	3	3 (100%)	n/a
4) 15 August 2002	3	3 (100%)	n/a
5) 14 November 2002 *	3	2 (67%)	n/a

**Prior to the commencement of this meeting, a discussion was held between the Committee and external auditors without the presence of any executives of the Group.*

The details of attendance by individual Committee Member in 2002:-

Name of Directors	Total Meetings attended by Directors	Percentage Attendance
1) Encik Md Yusof bin Hussin	5/5	100%
2) Y. Bhg. Prof. Madya Dato' Haji Mohd. Mokhtar bin Haji Shafii	4/5	80%
3) Encik Mamat @ Mohamed bin Hussain	5/5	100%

5. INTERNAL AUDIT FUNCTION

The Committee is supported by IAD whose internal audit function is independent of the activities or operations of its auditees. The Committee is aware that this internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the system of internal control.

The main role of the internal audit function is to review the effectiveness of the system of internal control and this is performed with impartiality, proficiency and due professional care.

The IAD is headed by the Senior Manager, Head, Group Internal Audit. The IAD also assists Jotech Holdings Berhad (an affiliated company) and Nucleus Electronics Ltd (a subsidiary company) in providing them with the internal audit function.

Audit Committee Report

6. ACTIVITIES DURING THE YEAR

The Committee met at scheduled times; with due notices of meetings issued, and with agendas planned and itemised so that issues raised in the audit reports by the IAD or in respect of financial statements were deliberated and discussed in a focused and detailed manner.

The Committee has reviewed annual Internal Audit work-plans and reports to ensure the scope of work and conclusions of reports are adequate to assist the Committee to appraise and report to the Board on the financial affairs of the Group.

The Committee also reviewed with the external auditor on audit strategy and plan for the statutory audit of the Group accounts for the half-year and year ended 30 June 2002 and 31 December 2002 respectively.

At every Committee meeting during the financial year, the summary of the Internal Audit Reports of the Group of companies (incorporating therein, the internal audit findings and management's responses) were tabled and deliberated. In its undertaking of each audit, the IAD reviewed the internal control system and performed relevant compliance audit procedures of the auditee.

The Committee through the IAD has carried out the above functions in the areas as follows: -

- a) Review the accounting and internal controls systems of companies in the Semiconductor, Information Technology, Electronics, Metal and Property Divisions to ensure effectiveness and reliability in the preparation of financial statements. The systems documentation has also been reviewed and updated to ensure completeness and effective functioning of all required internal controls.
- b) Review the presentation of the financial statements of the Group with the external auditors to ensure adequacy of disclosure of information essential to a fair and full presentation of the financial affairs of the Group for recommendation to the Board for approval.
- c) Review the adequacy and effectiveness of the Management's response and authorise the Management to implement the recommendations proposed by IAD and external auditors through the Management Letters raised.
- d) Review the computer software licensing of all the companies within the Group to ensure that the software program in custody / purchased are original, authentically licensed and conform to Copyright Act 1987 and Trade Description Act 1972 Rules and Regulation.
- e) Review the operating / business licenses issued by the respective Municipal Councils, Ministry of International Trade and Industry and Royal Malaysian Custom for all the manufacturing companies within the Group to ensure compliance with the relevant statutory Rules and Regulations.
- f) Review the inter-company transactions and any related / interested party transactions that may arise within the Company and the Group to ensure compliance with Malaysian Accounting Standards Board, KLSE Revamped Listing Requirements and other relevant statutory authorities and to ensure that such transactions are : -
 - Undertaken in the ordinary course of business;
 - Carried out at arm's length and based on normal commercial terms consistent with the Group's usual business practices and policies;
 - On terms not more favourable to the related parties than those generally available to the public; and
 - Not detrimental to the minority shareholders of the Company.

Other Information Required by the Listing Requirements of the KLSE

SHARE BUYBACK

There were no share buyback transactions entered into by the Company during the financial year.

OPTIONS OR WARRANTS

The details of the exercise of the options or warrants are disclosed in the Financial Statements, on page 58 of the Annual Report.

AMERICAN DEPOSITORY RECEIPT (“ADR”) OR GLOBAL DEPOSITORY RECEIPT (“GDR”) PROGRAMME

During the financial year, the Company did not sponsor any ADR or GDR programme.

IMPOSITION OF SANCTIONS AND PENALTIES

There were no material sanctions or penalties imposed on the Company and its subsidiaries, directors or management by the relevant regulatory bodies during the financial year.

NON-AUDIT FEES

The amount of non-audit fees paid to the external auditors by the Group and by the Company for the financial year amounted to RM53,470 and RM16,800 respectively.

PROFIT ESTIMATE, FORECAST OR PROJECTION

The Company did not announce any profit estimate, forecast or projection for the financial year ended 31 December 2002.

PROFIT GUARANTEE

During the financial year, there were no profit guarantees given by the Company.

RECURRENT RELATED PARTY TRANSACTIONS

On 22 May 2002, AIC Corporation Berhad (“AIC”) obtained the approvals from the shareholders for a mandate for AIC and/or its subsidiaries to enter into recurrent transactions in their ordinary course of business with certain related parties in order to comply with paragraph 10.09 of the Kuala Lumpur Stock Exchange’s Listing Requirements .

The relationship of the related parties with AIC Group and details of the recurrent related party transactions pursuant to the aforesaid shareholders mandate are as follows:

RELATED PARTY

AIC Properties Sdn Bhd (“AICP”)

Asteria Corporation Sdn Bhd (“ACSB”)

Asteria Industries Sdn Bhd (“AISB”)

RELATIONSHIP WITH AIC GROUP

A 61% owned subsidiary of AIC and of which Golden Prism Sdn Bhd (“GPSB”) and Nadi Mal Sdn Bhd (“NMSB”) have an indirect interest via Asteria Development Sdn Bhd (62.9% – owned subsidiary of ACSB) which holds 11.92% in AICP.

GPSB and NMSB are deemed major shareholders of AIC through Asteria Consolidated Sdn Bhd (“Asteria Consolidated”). The details of shareholdings of Asteria Consolidated, GPSB, NMSB and persons connected, in AIC are set out on pages 112 to 113 of this Annual Report.

50% equity owned by GPSB and 50% equity owned by NMSB.

44.3% equity owned by GPSB and 44.3% equity owned by NMSB. An AIC Director, Prof Madya Dato’ Haji Mohd Mokhtar bin Haji Shafii holds 3.05% equity interest in AISB.

Other Information Required by the Listing Requirements of the KLSE

RELATED PARTY

Asteria Electronics Sdn Bhd (“AESB”)

Asteria Manufacturing Sdn Bhd (“AMSB”)

Prodelcon Sdn Bhd (“Prodelcon”)

Jotech Holdings Berhad (“JHB”)

Khazanah Nasional Berhad (“Khazanah”)

Atmel Corporation (“Atmel”)

Hakikat Seri Sdn Bhd (“HSSB”)

Cergas Rasmi (M) Sdn Bhd (“Cergas”)

RELATIONSHIP WITH AIC GROUP

30% associated company owned by AISB. Datuk Haji Sarip bin Hamid and Mohamad Ariff bin Puteh’s (a Director of AIC) son, Mohamad Azmi Mohamad Ariff have 14% and 12% interest in AESB respectively.

Wholly-owned subsidiary of AISB.

Wholly-owned subsidiary of JHB.

34% interest owned by AIC and Datuk Haji Sarip bin Hamid and Tuan Haji Mohd Ali bin Bawal are two common directors who have direct interest in JHB (0.13% and 0.03% respectively) and AIC.

Holds 25% interest in AIC Technology Sdn Bhd (“AICT”) and AIC Microelectronics Sdn Bhd (“AICM”).

Holds 6.32% equity interest in AIC Semiconductor Sdn Bhd (“AICS”) and 19.9% of the convertible redeemable preference shares in AICS.

Deemed major shareholder of AIC via its indirect major shareholdings in Asteria Consolidated through NMSB. 83% of HSSB’s equity is owned by Pn Maznah bte Mohamed, the spouse of a director of AIC, Mohamad Ariff bin Puteh.

20% of its equity interest is held by Tuan Haji Mohd Ali bin Bawal, a director and shareholder of AIC.

Other Information Required by the Listing Requirements of the KLSE

Transactions	Vendor/Provider	Purchaser/ Recipient	Aggregated value from 1 January 2002 to 31 December 2002 (RM'000)	
a) Assembly and testing of integrated circuit ("IC") chips	AICS	Atmel	72,169	
b) Sales of plastic injection moulds and products and automotive accessories	Autovisor Plastics Sdn Bhd	AMSB	973	
	Custom Tooling (Malaysia) Sdn Bhd	AMSB	2,328	
	Custom Tooling Engineering (Malaysia) Sdn Bhd	AMSB	146	
c) Royalty fees and design of advanced telephony and industrial timer	AICM	AISB	10	
d) Purchase of electronic boards for automotive parts	AESB	Brimal Holdings Sdn Bhd	46	
e) Purchase of semiconductor moulds and automation systems	Prodelcon	AICS	793	
f) Receipt of management services:	From En. Emeri bin Johari, a representative in the board of directors of AICT, AICS and AICM (Subsidiaries of AIC)	Khazanah	AICS AICT	12 12
		From Tuan Haji Mohd Ali bin Bawal, a director of AIC	Cergas	AIC
	From Mohamad Ariff bin Puteh, a director of AIC	HSSB	AIC	92
	From Mr. Raymond Fam Chye Soon, the Senior Vice President in AIC	ACSB	AIC	316
	g) Provision of group management services and corporate office support services	AIC	JHB AICP	252 10
h) Provision of networking facilities and sharing of software maintenance costs	AIC	JHB	1	
		ACSB	3	
		AISB	15	
i) Rental of office space and/or property located at Wisma AIC, Lot 3, Persiaran Kemajuan, Sek. 16, 40200 Shah Alam, Selangor Darul Ehsan (including electricity and water charges, if any)	AIC	ACSB	23	
		AISB	387	
		AICP	5	
		JHB	24	
j) Provision of management services	Brimal Holdings Sdn Bhd	AISB	-	

Code of Ethics and Conduct

The Code of Ethics and Conduct of the AIC Group of Companies aims to achieve and maintain the highest standard of integrity and probity in dealings with customers and among its employees. It is a guide to the values and principles that all employees should strive to achieve in the course of their work. The Code, while offering practical and ethical guidance for employees who represent the Company, also provide direction to help them deal with ethical concerns that may arise.

The Code ensures that the employees are aware of legal and moral responsibilities in discharging their official duties that every employee understands the values, principles and standards required by the Group. To understand it better, here are some excerpts from the Code: -

1. Employees must at all times act honestly with utmost good faith and act responsibly and professionally in the exercise of his duties and powers in performing his duties towards the Company in any transaction.
2. Employees must have clear understanding of the Company's vision and mission and must work towards achieving the objective.
3. He must be responsible for protection of the Company's good name and image.
4. He is required to protect and not to disclose any trade secrets or any other information of confidential nature relating to the Company or its business or in respect which the Company owes an obligation of confidence to any third party during or after the employee's employment unless and except in proper course of the employee's duties or as required by law.
5. The management must be responsible to provide adequate safety measures and proper protection at the workplace. The employees must observe all safety and health rules and take all precautions to protect themselves and fellow employees from accident, injury and to continuously maintain a safe working environment at the premises of the Company.

CONFLICT OF INTEREST POLICY

1. Employee and immediate family must not have interest in organizations that have or seek to have business dealings with the Company.
2. Employees must not compete with the interest of the Company through outside business activities.
3. Employees must not serve as directors of companies outside the Group except with Board's approval.
4. Employees and their immediate family must not receive any gifts and / or favors of whatever kind from any suppliers except in certain situations laid down in the Code.
5. Employees must not abuse his position in the Company by taking advantage of information obtained by him for his benefit or for benefit of others. Employees are also prohibited to use the Company's name or facilities for personal advantage.

SOFTWARE COMPLIANCE POLICY

The AIC Group are licensed to use certain copyright protected computer software under the Copyright Act 1987 and the Copyright Act (Amendment) 1997. This policy was formulated in line with the authority's move to combat piracy and illegal use of copyrighted software.