

Audit Committee Report



From left to right

Y.Bhg. Dato' (Dr) Yahya bin Ismail, Y.Bhg. Dato' Jaffar Indot, Mr. Thomas Michael Taylor and Y.Bhg. Tan Sri Saw Huat Lye

TERMS OF REFERENCE

Constitution

The Audit Committee was established by the Board of Directors on 22nd September 1993 to:

- Assist in discharging the Board's responsibilities relating to the Company's management of internal controls, accounting policies and financial reporting;
- Provide by way of regular meetings, a line of communication between the Board and the Company's internal and external auditors.

Membership

The Company's Audit Committee is appointed by the Board and consists of four members, of whom three (i.e. a majority) are Independent and Non-Executive Directors to comply fully with paragraph 15.10 of the Listing Requirements of Bursa Malaysia Securities Berhad. The Chairman

of the Audit Committee is one of the appointed Independent Non-Executive Directors. One of the Directors is an accountant who has more than three years working experience and is a member of one of the Association of Accountant specified in Part II of the 1st Schedule of the Accountants Act, 1967.

Authority

The Audit Committee is authorised by the Board to investigate any activity in discharging its duties and responsibilities within its terms of reference and shall have unrestricted access to information it requires from any employee, and all employees are directed to co-operate with any request made by the Audit Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise whenever it deems necessary.

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Quorum and Frequency of Meeting

The quorum for Audit Committee meetings shall be the majority of Independent Non-Executive Directors present. Meetings shall be held at least four times each calendar year, usually preceding the meetings of the Board of Directors.

The Secretary of the Audit Committee is the Company's Internal Audit Manager. The minutes of each meeting are distributed to each member of the Committee and the Board. The Chairman of the Audit Committee reports on each meeting to the full Board at its subsequent meeting.

The Managing Director and the Finance Manager normally attend these meetings but do not have any voting rights. In addition, the External Auditors and any other appropriate persons may also be invited to attend these meetings. The Independent and Non-Executive Directors meet at least once a year with the External Auditors to discuss the external audit findings without any non-independent Board member present.

Duties

In discharging its duties and responsibilities, the Audit Committee shall perform, and where appropriate, report to the Board on the following:

a) Risk Management & Internal Control

- Consider the business's principal risks and evaluate the effectiveness of the process used to identify, assess and mitigate them.
- Evaluate the design and operating effectiveness of the internal control system for managing the business's principal risks, taking into consideration:
 - The results of internal audits and other assurance activities
 - Business Control Incidents
 - Business results, key performance indicators and the degree to which the business has achieved its objectives
- Consider whether appropriate and timely actions are taken to identify and address material failings or weaknesses in internal controls.

b) External Audit

- Recommend to the Board the appointment of the External Auditors and the audit fee to be paid.
- Make appropriate recommendations to the Board on matters of resignation or dismissal of the External Auditors.
- Make appropriate recommendations to the Board on matters relating to the periodic change of the audit partner responsible for your Company's audit.

- Review and discuss the nature and scope of the external audit strategy and plan.
- Review and discuss issues arising from External Auditors' interim and final audit letters to Management and the Management's responses and External Auditor's evaluation of the system of internal control.
- Discuss problems and reservations arising from the interim and final external audits, and any matter the External Auditor may wish to discuss (in the absence of Management, where necessary).

c) Internal Audit

- Review the scope, function, resources and authority of the Internal Audit function in carrying out its work.
- Review the risk-based Internal Audit Plans and Programmes.
- Review the major findings reported by Internal Audit and follow up on Management's implementation of the recommended actions.
- Assess performance of services provided by the Internal Audit Function.
- Recommend to the Board to adopt and declare the Director's Statement of Internal Control and any changes to the said Statement.

d) Financial Reporting

Review the quarterly, half-yearly and annual financial statements before submission to the Board and scrutinise and evaluate:

- Any changes in accounting policies and practices.
- Compliance with prevailing accounting standards.
- Compliance with statutory and regulatory disclosure requirements.
- Any significant adjustments resulting from audits.
- Major judgmental areas (e.g. material contingent liabilities).
- The ongoing key assumptions, which underpin the Management's business targets.

e) Related Party Transactions

- Recommend to the Board matters regarding Related Party Transactions including disclosures and review any conflict of interest situation that may arise within the Company including any transaction, procedure or course of conduct that raises questions on Management integrity.

f) Other Matters

- Consider other issues, as proposed by the Board from time to time.

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MEMBERSHIP AND MEETINGS

Five meetings were held during the year 2005. Their records of attendance are as follows:

	4 Feb 2005	23 Feb 2005	18 May 2005	18 Aug 2005	28 Nov 2005
Dato' Jaffar Indot	Present	Present	Present	Present	Present
Tan Sri Saw Huat Lye	Present	Present	Present	Present	Present
Dato' (Dr) Yahya bin Ismail	Present	Present	Present	Present	Present
Thomas Michael Taylor	Present	Present	-	Present	Present

Dato' Jaffar Indot is the Chairman of the Audit Committee. The Company's Managing Director, Finance Manager, Internal Audit Manager and the External Auditors (as and when required) were in attendance at each of these meetings. The Chairman of the Audit Committee, the Independent Directors and the external auditors held a meeting on 23rd February 2006 without the presence of any Non-Independent Directors, to discuss the results of the audit, independence of the external auditors and the extent of cooperation provided by your Company and its employees during the audit process.

HIGHLIGHTS OF ACTIVITIES

Ten internal audits/reviews were conducted in 2005 on different business processes and regulatory compliance by the Company as follows:

NAME OF AUDIT/ REVIEW	PERIOD CONDUCTED
Alliance Contract Review	Quarter 1, 2005
Refinery Oil Balance Audit	Quarter 1, 2005
ISO 9001 Surveillance Audit	Quarter 3, 2005
ISO 14001 Surveillance Audit	Quarter 3, 2005
OHSAS 18001 Surveillance Audit	Quarter 3, 2005
ISO 17025 Surveillance Audit	Quarter 4, 2005
International Shipping and Port System (ISPS) Compliance Audit	Quarter 3, 2005
Focused Asset Integrity Review (FAIR)	Quarter 4, 2005
Trust Domain Audit	Quarter 3, 2005
Job Competency Profile Framework Audit	Quarter 4, 2005

Key issues including Management responses and the closure of audit recommendations, were highlighted to the Audit Committee. Internal Audit/Assurance Plan for 2005 was reviewed and approved for execution together with the resources for the audits.

The 2005 External Auditors Report on Examination was reviewed and the issues raised and the Management's responses were considered and endorsed. The External Auditors presented the nature, scope and their

approach to future audits for the Audit Committee's consideration and approval.

The Audit Committee reviewed the quarterly and year-end financial results before they were presented to the Board of Directors. The review was to ensure compliance with:

- Provisions of the Companies Act, 1965;
- Listing Requirements of Bursa Malaysia Securities Berhad;
- Applicable approved accounting standards; and
- Other legal and regulatory requirements.

The Audit Committee has adopted the Shell Group Risk and Internal Control Policy to safeguard shareholder's investment and the Company's assets. The Assurance Plan was updated and the principal risks to the Company in achieving its business objectives were used to reconfirm the Audit and Assurance Plan of the Company. The Assurance Plan is in place to manage all the significant risks identified.

INTERNAL AUDIT FUNCTION

The Company outsourced the Internal Audit Function to its affiliate company, Shell Malaysia Limited, via a Service Level Agreement.

The Company's Internal Audit Manager reports to the Audit Committee and assists in monitoring and updating risks and adequacy of the internal control system. The Internal Audit function assists Management to identify, evaluate and update significant risks and develop risk-based audit plans for approval by the Audit Committee. Its role is to provide independent assessment and reasonable assurance that the systems of internal controls are adequate and effective.