

1.0 Introduction

External Auditors play a vital role in the process of accountability for shareholders and the effective functioning of the capital market by the provision of consistent and reliable financial reporting. The Board and its Audit Committee (“AC”) of Komarkcorp Berhad are committed to ensuring the suitability and independence of external auditors in substance as well as in form.

Management shall obtain assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

Both the Internal and External Auditors of the Company provide integral support for the AC which was established by the Board, among others, to assist in its oversight function of the Company's financial reporting. As such, in relation to the External Auditors, the AC, as a measure for ensuring financial statements are a reliable source of information, has to ensure the suitability and independence of its External Auditors.

2.0 Purpose

The purpose of this External Auditors Policy is to outline the guidelines and procedures for the AC to review, assess and monitor the performance, suitability and independence of the Company's External Auditors.

3.0 Selection and Appointment

In discharging of the AC responsibilities, the AC is entrusted the duty to oversee the appointment, remuneration and removal of External Auditors.

Should the AC determine a need for a change in External Auditors, the AC will follow the following procedures for selection and appointment of new External Auditors:

- (a) To identify the audit firms which meet the criteria for appointment upon considering the engagement proposals;
- (b) To assess the proposals and shortlist the suitable audit firms;
- (c) To meet and/or interview the shortlisted audit firms;

The AC may delegate or seek the assistance of the Executive Chairman or Group Chief Operating Officer to perform items (a) to (c) above;

- (d) To recommend the appropriate audit firm to the Board for appointment as External Auditors; and
- (e) To endorse the recommendation and seek shareholders' approval for the appointment of the new External Auditors and/or resignation/removal of the existing External Auditors at the general meeting.

4.0 Annual Assessment

The Company shall at each annual general meeting appoint or re-appoint the External Auditors of the Company, and External Auditors so appointed shall, hold office until the conclusion of the next annual general meeting of the Company.

In discharging this duty, AC shall carry out annual assessment on the performance and may request the Executive Chairman or Group Chief Operating Officer to join the assessment, on the suitability of the External Auditors on the following areas:-

- (a) Service quality;
- (b) Sufficiency of resources;
- (c) Communication with the Management;
- (d) Independence, Objectivity and Professionalism;
- (e) Ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;
- (f) The nature of the non-audit fees provided and fees paid for such services related to the audit fee; and
- (g) Whether there are safeguards in place to ensure there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the external auditors.

5.0 Assessment of Independence

The External Auditors are precluded from providing any services that may impair their independence or conflict with their role as External Auditor. In avoidance of doubt, the AC shall obtain a written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

6.0 Non-Audit Engagement

The External Auditors can be engaged to perform non-audit services provided such services provided do not impair the auditor's independence.

The External Auditors shall also observe and comply with the By-Laws of the Malaysian Institute of Accountants in connection with the provision of non-audit services, which also prohibits the provision of certain services including the following:-

- (i) Accounting and book keeping services;
- (ii) Valuations services;
- (iii) Taxation services;
- (iv) Internal audit services;
- (v) IT systems services;
- (vi) Litigation support services;
- (vii) Recruitment services; and
- (viii) Corporate finance services.

All engagement of the External Auditors to provide non-audit services are subject to the approval/endorsement of the AC. Management shall also obtain written assurance from the External Auditors that the independence of the External Auditors will not be impaired by the provision of non-audit services.

Should the non-audit services constitute 50% of the total amount of audit fees paid to the External Auditors, the AC to recommend to the Board on the provision of such non-audit services.

Additionally, for non-audit services which exceed 50% of the total amount of fees, the AC will consider the skills and experience of the External Auditors and other suppliers who would make it the most suitable suppliers of such non-audit services. In deciding whether to appoint External Auditors to carry out the services, the principal consideration should be to ensure that the provision of the service does not impair the External Auditors' independence and objectivity.

7.0 Reporting

The External Auditors shall:

- (a) prepare an annual audit plan for review and discussion with the AC;
- (b) discuss findings, significant audit weakness and audit related recommendations with the AC and Board at the conclusion of the audit review; and
- (c) provide a management letter to the AC upon completion of the annual audit.

8.0 Meeting with the Audit Committee Members

The external auditors shall meet with the Independent Non-Executive Directors of the AC at least twice every financial year without any executives being present.

9.0 Policy Review

The Board and the AC will review the External Auditors Policy periodically to ensure that it continues to remain relevant and appropriate.

This External Auditors Policy has been approved and adopted by the Board on 28 June 2018.