



A member of **UEM Group**

UEM SUNRISE BERHAD

200801028815 (830144-W)

TERMS OF REFERENCE OF THE BOARD DEVELOPMENT COMMITTEE

As at 3 November 2021

BOARD DEVELOPMENT COMMITTEE

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BOARD DEVELOPMENT COMMITTEE

TERMS OF REFERENCE

1.0 OBJECTIVES OF THE BOARD DEVELOPMENT COMMITTEE

- 1.1 The Board Development Committee ("the Committee") will preside over UEM Sunrise Berhad ("UEM Sunrise" or "the Company") and its subsidiary companies ("Group") with the following objectives:
- 1.1 to reinforce corporate governance and to enhance transparency in strategic decisions relating to investments, developments and/or projects proposed to be undertaken by the Group; and
 - 1.2 to oversee the investment and development planning for all investments and projects to be undertaken by the Group and ensure that it meets the criteria and corporate strategy of the Company and supports the Company's objective to become a leading property company.

2.0 COMPOSITION OF THE BOARD DEVELOPMENT COMMITTEE

- 2.1 The Committee shall be appointed by the Board of Directors ("Board") from amongst its members.
- 2.2 The composition of the Committee must not be less than three (3) members.
- 2.3 Where the members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as required to make up the minimum number of three (3) members.
- 2.4 If the Chairman is not determined by the Board, the members of the Committee shall elect a Chairman from among the members.
- 2.5 All members of the Committee, including the Chairman, shall hold office only for so long as they serve as directors of the Company.
- 2.6 Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary.

3.0 SECRETARY

- 3.1 The Company Secretary of UEM Sunrise and/or his/her representatives shall be the Secretary of the Committee.

4.0 DUTIES AND RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE

4.1 The main duties and responsibilities of the Committee shall include, but not limited, to the following:

4.1.1 Evaluate, recommend and/or approve the land and assets acquisition and disposal, joint ventures and all other investments in line with UEM Sunrise's Discretionary Authority Limits ("DAL") requirements.

4.1.2 Provide strategic direction and guidance concerning investments and development matters such as commercial and strategic justification, development concept and rationale, overall positioning and expected returns/feasibility.

4.1.3 Approve the appointment of relevant consultants in line with UEM Sunrise's DAL requirements.

4.1.4 Evaluate new investments, development proposals including overall investment structures, conceptual masterplans, layout plans, proposed product types, target market and pricing.

4.1.5 Approve any major changes in direction of investments and development projects.

4.1.6 Evaluate, review and make recommendations to the Board on investments and development proposals that require the Board's approval under UEM Sunrise's DAL, which include the following:

- New and existing investments;
- New projects or new business initiatives;
- Disposal of assets and interests in current ventures;
- Project master layout plan or its equivalent;
- Initial project feasibility and revision thereof; and
- Introduction of new product range for an on-going project.

4.1.7 Approve the award of variation orders and claims of consultants in line with UEMS' DAL requirements.

4.1.8 Monitor investments, development project progress and/or performance, including strategies, returns, Liquidated and Ascertained Damages position.

4.1.9 Consider other matters as defined by the Board.

4.1.10 Assign the appropriate authority to the Management to exercise a development and investment mandate in line with UEM Sunrise's DAL requirements and subject to UEM Sunrise's Board approval.

- 4.2 The Committee shall not assume the functions of Management, which remain the responsibility of the Managing Director and/or Chief Executive Officer and other members of the Senior Management.

5.0 AUTHORITY OF THE BOARD DEVELOPMENT COMMITTEE

- 5.1 In carrying out its duties and responsibilities, the Committee will have:
- 5.1.1 Explicit authority to investigate any matter within its terms of reference and to appoint such independent experts, as appropriate, at the Company's cost.
 - 5.1.2 Access to resources that are required to perform its duties at the Company's cost.
 - 5.1.3 Full, free and unrestricted access to any information, records, properties and personnel of the Company and of any other companies within the Group.
 - 5.1.4 Be able, at the Company's cost, to obtain independent professional or other advice and to invite outsiders with relevant expertise to attend the Committee's meetings (if required) and to brief the Committee.
 - 5.1.5 Access to the advice and services of the Company Secretary.

6.0 BOARD DEVELOPMENT COMMITTEE MEETINGS

- 6.1 The Committee will meet at least six (6) times in each financial year. Additional meetings may be called at any time, at the discretion of the Committee Chairman.
- 6.2 The quorum for each meeting shall consist of two (2) members, whereby at least one (1) member in attendance is not an executive of the Company or its immediate holding company.
- 6.3 The meetings shall be chaired by the Chairman of the Committee. In the absence of the Chairman, the members present shall elect from among themselves, as Chairman for the meeting.
- 6.4 A member of the Committee shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him/her. Where this causes a lack of quorum, the Committee shall seek the Board's approval to appoint on an ad-hoc basis, another candidate(s) who meets the membership criteria.

- 6.5 Recommendations of the Committee, as per the prevailing DAL, are submitted to the Board for approval.
- 6.6 The Secretary of the Committee and/or his/her representatives shall be in attendance at all Committee meetings and record the proceedings of the meeting thereat.
- 6.7 Minutes of each meeting shall be kept as part of the statutory records of the Company upon adoption by the Committee.
- 6.8 A resolution in writing signed and approved by the Committee members who may at the time be present in Malaysia and who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be forwarded or otherwise delivered to the Secretary of the Committee without delay and shall be recorded by him/her in the Company's Minute Book. Any such resolution may consist of several documents in like form each signed by one or more Committee members.
- 6.9 A meeting of the Committee may be held by means of telephone, videoconference or telephone conference or other telecommunication facilities, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.
- 6.10 The Managing Director and/or Chief Executive Officer and/or any employee and/or professional advisors may be invited to attend where their presence are considered appropriate as determined by the Committee Chairman.

7.0 CHAIRMAN OF THE BOARD DEVELOPMENT COMMITTEE

- 7.1 The following are the main duties and responsibilities of the Committee Chairman:
 - 7.1.1 Help the Committee fulfil the goals it sets by assigning specific tasks to members of the Committee and identifies guidelines for the conduct of the members and ensures that each member is making a significant contribution.
 - 7.1.2 Engage with the Secretary of the Committee on matters relating to its Terms of Reference and how those responsibilities should be discharged.

- 7.1.3 Provide a reasonable time for discussion at the meeting. Organise and present the agenda for Committee meetings based on input from members and ensure that all relevant issues are on the agenda. In addition, the Chairman should encourage healthy debate on the issue at hand and bring to the Committee a healthy level of scepticism and independence. The Chairman will report to the Board after each meeting.
- 7.1.4 Provide leadership to the Committee, ensure proper flow of information to the Committee and review the adequacy and timing of documentation.
- 7.1.5 Secure good corporate governance and ensure that members look beyond their Committee function and accept their share of responsibilities of governance materials in support of Management's proposals.
- 7.1.6 Manage the processes and workings of the Committee and ensure that the Committee discharges its responsibilities in accordance with the Terms of Reference.
- 7.1.7 Ensure that every Committee resolution is put to a vote to ensure that it is the will of the majority that prevails.

8.0 BOARD DEVELOPMENT COMMITTEE MEMBERS

- 8.1 Each Committee member is expected to:
 - 8.1.1 Provide his/her opinion to the fact-finding, analysis and decision-making process of the Committee.
 - 8.1.2 Consider the views from the other Committee members; make decisions and recommendations in the best interest of the Board and the Company.
 - 8.1.3 Keep abreast of the latest corporate governance and anti-corruption guidelines and best practices in relation to the Committee and the Board as a whole.
 - 8.1.4 Practise highest level of integrity; comply to laws and regulations on anti-corruption; effectively manage corruption risks and provide assurance to stakeholders on the effectiveness of the anti-corruption compliance programme.

9.0 REVISION OF THE TERMS OF REFERENCE

- 9.1 Any revision or amendment to the Terms of Reference, as proposed by the Committee, shall first be presented to the Board for its approval.
- 9.2 Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference.
- 9.3 The Terms of Reference shall also be reviewed periodically and updated as and when necessary.