



A member of **UEM Group**

UEM SUNRISE BERHAD

200801028815 (830144-W)

TERMS OF REFERENCE OF THE BOARD TENDER COMMITTEE

As at 3 November 2021

BOARD TENDER COMMITTEE

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BOARD TENDER COMMITTEE

TERMS OF REFERENCE

1.0 DEFINITION AND INTERPRETATION

1.1 In these Terms of Reference, where the context so admits the following expressions shall have the following meanings:

"Board"	The Board of Directors of UEM Sunrise Berhad;
"BTC" or "Committee"	Board Tender Committee;
"MTC"	Management Tender Committee;
"UEM Sunrise" "Company"	or UEM Sunrise Berhad [200801028815 (830144-W)];
"UEM Sunrise Group"	UEM Sunrise Berhad and its subsidiaries.

2.0 OBJECTIVE OF THE BOARD TENDER COMMITTEE

The objective of the Committee is to reinforce corporate governance, integrity, transparency and anti-corruption measures in the procurement process and contract management.

3.0 COMPOSITION OF THE BOARD TENDER COMMITTEE

- 3.1 The Committee shall be appointed by the Board from amongst its members, including alternate director(s).
- 3.2 The composition of the Committee must not be less than three (3) members.
- 3.3 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.
- 3.4 If the Chairman is not determined by the Board, the members of the Committee shall elect a Chairman from among the members.
- 3.5 All members of the Committee, including Chairman, shall hold office only so long as they serve as directors of the Company.

- 3.6 Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary.

4.0 SECRETARY

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

5.0 DUTIES AND RESPONSIBILITIES OF BOARD TENDER COMMITTEE

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

5.1.1 Approve the procurement strategy including List of Tenderers for Projects and Non-Projects contracts in line with UEM Sunrise's Discretionary Authority Limits ("DAL") requirements.

5.1.2 Approve the award of all Projects and Non-Projects contracts in line with UEM Sunrise's DAL requirements.

5.1.3 Approve the appointment of consultants for Projects and Non-Projects contracts in line with UEM Sunrise's DAL requirements.

5.1.4 Approve the award of provisional variation orders and variation orders to contractors and vendors in line with UEM Sunrise's DAL requirements.

5.1.5 Approve waiver of liquidated & ascertained damages and liquidated damages from contractor in line with UEM Sunrise's DAL requirements.

5.1.6 Report to the Board on the Committee's decision in respect of the abovementioned approvals that are in line with UEM Sunrise's DAL requirements.

- 5.2 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.

6.0 AUTHORITY OF THE BOARD TENDER COMMITTEE

- 6.1 In carrying out its duties and responsibilities, the Committee will have:

- 6.1.1 Explicit authority to investigate any matter within its terms of reference and to appoint such independent experts, as appropriate, at the Company's cost;
- 6.1.2 Access to resources that are required to perform its duties at the Company's cost;
- 6.1.3 Full, free and unrestricted access to any information, records, properties and personnel of UEM Sunrise Group;
- 6.1.4 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; and
- 6.1.5 Access to the advice and services of the Company Secretary.

7.0 BOARD TENDER COMMITTEE MEETINGS

- 7.1 The Committee will meet as and when required, at the discretion of the Committee Chairman.
- 7.2 The quorum for each meeting shall consist of at least two (2) members.
- 7.3 The meetings shall be chaired by the Chairman of the BTC. In the absence of the Chairman, the members present shall elect from among themselves, as Chairman for the meeting.
- 7.4 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.
- 7.5 A resolution in writing signed and approved by all 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 resolution 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.
- 7.6 A meeting of the Committee may be held by means of telephone, video 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.

- 7.7 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.
- 7.8 Minutes of each meeting shall be kept as part of the statutory records of the Company upon adoption by the Committee.

8.0 CHAIRMAN OF THE BOARD TENDER COMMITTEE

8.1 The following are the main duties and responsibilities of the Committee Chairman:

- 8.1.1 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;
- 8.1.2 Engage with the Secretary of the Committee on matters relating to its Terms of Reference and how those responsibilities should be discharged;
- 8.1.3 Provide a reasonable time for discussion at the Committee meetings. 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 a healthy debate on the issues at hand and bring to the Committee a healthy level of scepticism and independence. The Chairman will report to the Board after each meeting;
- 8.1.4 Provide leadership to the Committee and ensure proper flow of information to the Committee, reviewing the adequacy and timing of documentation;
- 8.1.5 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;
- 8.1.6 Manage the processes and workings of the Committee and ensure that the Committee discharges its responsibilities in accordance with the Terms of Reference; and

- 8.1.7 Ensure that every Committee resolution is put to a vote to ensure that it is the will of the majority that prevails.

9.0 BOARD TENDER COMMITTEE MEMBERS

- 9.1 Each Committee member is expected to:
 - 9.1.1 Provide his/her opinion to the fact-finding, analysis and decision-making process of the Committee;
 - 9.1.2 Consider the views of the other Committee members; make decisions and recommendations in the best interest of the Board and the Company;
 - 9.1.3 Keep abreast of the latest corporate governance and anti-corruption guidelines in relation to the Committee and the Board as a whole; and
 - 9.1.4 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.

10.0 REVISION OF THE TERMS OF REFERENCE

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