



PROLINTAS MANAGERS SDN. BHD.

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TERMS OF REFERENCE FOR BOARD TENDER COMMITTEE

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TERMS OF REFERENCE FOR BOARD TENDER COMMITTEE

1.0 INTRODUCTION

- 1.1 This Terms of Reference ("TOR") for Board Tender Committee ("the Committee") sets out the requirements of the Board of Directors ("the Board") of Prolintas Managers Sdn. Bhd. ("the Company") for the establishment of the Committee.
- 1.2 The Committee is appointed by the Board for the purpose of overseeing the process of awarding significant contracts by the Company.
- 1.3 The Management Committee refers to the Investment Committee ("IC"), Management Project Committee ("MPC") and Management Tender Committee ("MTC") as the case may be.

2.0 OBJECTIVE

The objectives of the Committee are as follows:

- (i) To review, evaluate, analyse and approve all matters related to the tender amount up to the Limits of Authority ("LoA") of the Committee; and
- (ii) To recommend to the Board for approval on all matters related to the tender amount more than the LoA of the Committee.

3.0 COMPOSITION

- 3.1 The members of the Committee shall be appointed by the Board, and shall consist of a minimum of three (3) members.
- 3.2 The Chairman of the Committee must be a Non-Executive Director appointed by the Board.
- 3.3 No alternate Director shall be appointed as a member of the Committee.

- 3.4 The Board shall appoint the Chairman of the Committee and determine the period for which the Chairman is to hold office. If a Chairman has not been appointed, or if the Chairman is not present for any meeting within a reasonable time, the present members shall choose amongst them to be acting Chairman for the purpose of the meeting.
- 3.5 In the event of any vacancy in the Committee, a suitable Non-Executive Director shall fill the vacancy within three (3) months.

4.0 MEETING PROCEDURES

4.1 Quorum

- 4.1.1 The quorum necessary for the transaction of the business shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4.2 Frequency

- 4.2.1 The Committee shall meet on a need basis as it deems necessary to fulfil its responsibilities.

4.3 Notice and Agenda

- 4.3.1 The Company Secretary shall issue and circulate the notice of the meetings confirming the venue, time and date at least five (5) working days before each meeting to the committee members and all those who are required to attend the meeting; and
- 4.3.2 The agenda for each meeting including relevant documents and information requested by the Committee shall be circulated at least five (5) working days before each meeting to the Committee members and all those who are required to attend the meeting.

4.4 Meeting Mode

4.4.1 The meeting shall normally be conducted face-to-face to enable effective discussion however, meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the Committee.

4.4.2 The Committee may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a Circular Resolution in writing, in lieu of formally convening a meeting. The Circular Resolution shall be as valid and effectual as if it has been passed by a Committee meeting duly convened. Approval obtained via Circular Resolution must be signed or approved by a majority of the Committee members subject to 4.5.2.

4.5 Voting

4.5.1 Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting. In the case of an equality of votes, the Chairman of the Committee shall have a second or casting votes.

4.5.2 A Committee member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

4.6 Company Secretary

4.6.1 The Secretary of the Committee shall be the Company Secretary of the Company.

4.6.2 The Secretary shall have the following responsibilities:

- a) ensure meetings are arranged and held accordingly;
- b) draw up meeting agendas in consultation with the Chairman of the Committee, which shall be circulated together with the relevant support papers at least five (5) working days prior to each meeting to the members of the Committee;

- c) ensure structured communication between the Board and the Committee;
- d) be in attendance at each Committee meetings;
- e) ensure proceedings of the meetings are recorded and the minutes submitted to and confirmed by Chairman of the Committee before circulating them to the Board; and
- f) ensure the Committee recommendations presented to the Board are supported by papers; including minutes explaining the rationale for the Committee's recommendation.

4.7 Meeting Minutes

- 4.7.1 The minutes of the meeting shall be action oriented and record the deliberations and decisions of the Committee.
- 4.7.2 Minutes shall be distributed to Committee members and shall be approved by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.
- 4.7.3 The Committee, through its Chairman, shall update the Board on the activities undertaken by the Committee at each Board meeting.

5.0 RESPONSIBILITIES AND DUTIES

- 5.1 In fulfilling its primary objectives, the Committee shall undertake the following responsibilities and duties:
 - a) To ensure principles of tendering outlined in the Company's policy are followed;
 - b) To appoint sub-committees for technical and commercial evaluations, if necessary;
 - c) To evaluate and recommend the tender policy recommended by the Management Committee;
 - d) To evaluate all selected tenders recommended by the Management Committee based on their technical specification and the best terms and conditions of tenders;

- e) To recommend to the Board the qualified tenderer; and
- f) To consider such other matters that are referred to the Committee by the Board.

Other responsibilities and duties for the Committee includes:

- a) To approve qualified tenderers or any tender and quotation, subject to requirements that the Committee feels to be the most advantageous of the Company although such tender may not be the lowest received. If a tender other than the lowest be accepted, the reasons for accepting such tender shall be recorded in the minutes;
- b) not be bound to accept any tender or quotation and when the Committee considers it advisable, may call for fresh tenders or quotations; and
- c) having the right to refuse the release of any details of any tenderer, tender or quotation where confidentiality is a condition of the tender, or where it is deemed not to be in the Company's interest.

6.0 AUTHORITY

6.1 The Committee shall have the following authority as empowered by the Board:

- a) the authority to investigate any activity or matter within its terms of reference;
- b) to acquire the sources which are required to perform its duties;
- c) to seek any information required from any officer or employee of the Company and all employees are directed to cooperate with any request made by the Committee;
- d) in carrying out its duties, the Committee shall have full and unrestricted access to any information and documents relevant to its activities. All employees are directed to cooperate with any request made by the Committee; and
- e) the Committee shall have the authority to obtain external or independent professional advice or expertise if necessary.

7.0 REVISION OF TERMS OF REFERENCE

- 7.1 The TOR for the Committee should be reviewed at least every three (3) years or whenever deemed necessary.
- 7.2 The TOR shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements. It shall also be reviewed and updated when there are changes to the direction and strategies to the Company that may affect the Committee's.