



PROLINTAS MANAGERS SDN. BHD.

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TERMS OF REFERENCE FOR PROJECT MONITORING COMMITTEE

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TERMS OF REFERENCE FOR PROJECT MONITORING COMMITTEE

1.0 INTRODUCTION

- 1.1 This Terms of Reference ("TOR") for Project Monitoring 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 assisting the Board in discharging its responsibilities for overall monitoring, coordination, supervision and reporting of the project's feasibility and the achievement of outcomes of the project.
- 1.3 This TOR governs the processes of the Committee and outlines the procedures and guidelines in relation to its project monitoring committee role.

2.0 OBJECTIVE

- 2.1 The objectives of this Committee are:
 - a) To assist the Board to monitor and review the overall progress and process of the project, including the project status, as well as provide oversight of the project deliverable rollout;
 - b) To provide insight on long-term strategies in support of project mandates; and
 - c) To ensure project objectives are being adequately addressed and the project remains under control.

3.0 COMPOSITION

- 3.1 The members and the Chairman of the Committee shall be appointed by the Board, and shall comprise of a minimum of three (3) members.
- 3.2 The appointment of members of the Committee shall at all times adhere to all applicable rules, laws and regulations.

- 3.3 All members of the Committee shall be Non-Executive Directors with a majority being Independent Directors.
- 3.4 The Chairman of the Committee must be an Independent Non-Executive Director.
- 3.5 No alternate Director shall be appointed as a member of the Committee.
- 3.6 At all Committee meetings, the Chairman of the Committee if present, shall preside. In the absence of the Committee's Chairman, the members present at the meeting shall elect a Chairman from amongst them to chair the meeting.
- 3.7 Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary. If a member of the Committee resigns or for any reason ceases to be a member of the Committee resulting in non-compliance with the requirement on the minimum number of members as stated in Clause 3.1 above, then the Board shall, as soon as possible, but not later than three (3) months from that event, appoint such number of new members as may be required.
- 3.8 The Committee may invite any Board member or any member of the Senior Management or any relevant employee within the Company who the Committee deems fit to assist in resolving and clarifying matters.

4.0 MEETING PROCEDURES

4.1 Quorum

- 4.1.1 The quorum necessary for the transaction of the business shall be two (2) members with at least one (1) member must be an Independent Director. 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 meetings shall be conducted at such other time(s) 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.
- 4.3.3 The Chairman may also invite other members of Management and other persons to participate in this process, if necessary

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

The Committee is to be provided with sufficient resources to undertake its duties. In fulfilling its primary objectives, the Committee will need to undertake inter-alia the following functions:

- a) Monitoring, evaluate and review of the project's progress and process at regular Project Monitoring Committee meetings;
- b) Providing technical assistance to the project when required;
- c) Monitoring and controlling project scope as emergent issues force changes to be considered, ensuring that scope aligns with the agreed requirements of project financier and key stakeholder groups;
- d) Issue recommendations in regards to the implementation and evaluation of project;
- e) Issue recommendations in resolving project conflicts and disputes,
- f) Reconciling differences of opinion and approach;
- g) Monitors actions taken as result of its recommendation;
- h) Formal acceptance of project deliverables; and
- i) Considering such other matters as are referred to the Committee by the Board.

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 (including the advice of independent Tender consultants) and to secure the attendance of external professional advisers at its meetings if it considers this necessary, in each case, at the Company's expenses.

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.