



A member of **UEM Group**

UEM EDGENTA BERHAD

(196301000166 (5067-M))
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE BOARD TENDER COMMITTEE

25 NOVEMBER 2021

TERMS OF REFERENCE

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1.0 Objectives

The objective of the Board Tender Committee is to reinforce corporate governance, integrity and transparency in the tender and procurement process and contract management.

2.0 Membership of the Board Tender Committee ("BTC")

- 2.1 The BTC of UEM Edgenta Berhad ("UEM Edgenta") shall be appointed by the Board of Directors ("Board"). All members of the BTC, including the Chairman, will hold office only so long as they serve as Directors of UEM Edgenta.
- 2.2 The BTC shall comprise of not less than three (3) Members, at least two (2) of the members must be independent.
- 2.3 The members shall elect a Chairman from amongst themselves.
- 2.4 Members of the BTC may relinquish their membership in the BTC with prior written notice to the Board and may continue to serve as Director of UEM Edgenta.

3.0 Duties and Responsibilities

The functions and responsibilities of the BTC to be in line with the Group's Discretionary Authority Limits requirements include, among others, the following (save for transactions within wholly-owned subsidiaries of UEM Edgenta and result in positive net tax impact):-

Submission of Tender Bids/Proposals/Quotations

- 3.1 Approve the Submission of Tender Bids/Proposals/Quotations up to RM200 million in value.
- 3.2 Recommend the Submission of Tender Bids/Proposals/Quotations exceeding RM200 million in value for the Board's approval.

Acceptance of Award of Contract

- 3.3 Approve the Acceptance of Award of Contract up to RM200 million in value.
- 3.4 Recommend the Acceptance of Award of Contract exceeding RM200 million in value for the Board's approval, in the event the value of the final awarded contract varies by more than RM50 million as compared to the approval sought for submission of Tender Bids/Proposals/Quotations.*

*Note: BTC to be notified via email for Acceptance of Award of Contract tabled to Board for approval without BTC's recommendation, i.e. less than RM50 million delta.

Tender Invitation or Calling of Tenders for Bids/Quotations/Proposals

- 3.5 Approve the Tender Invitation or Calling of Tenders for Bids/Quotations/Proposals exceeding RM50 million in value per tender.

Award of Contract/Sub-Contract/Variation Order/Claims/Reimbursable Works

- 3.6 Approve the Award of Contract/Sub-Contract up to RM50 million per transaction.*

*Note: BTC to be notified via email for direct award of contract/sub-contract exceeding RM2.5 million within wholly-owned subsidiaries of UEM Edgenta and result in positive net tax impact.

- 3.7 Approve the Award of Variation Order/Claims/Reimbursable Works to Sub-Contractors (cumulative amount per contract) up to RM10 million.

Termination of Contracts

- 3.8 Approve the Termination of Contract with Clients (Non-Privatisation/Non-Concession) up to RM150 million.
- 3.9 Recommend the Termination of Contract with Clients (Non-Privatisation/Non-Concession) exceeding RM150 million for the Board's approval, except for contracts that are terminated mutually.
- 3.10 Recommend the Termination of Contract with Clients (Privatisation/Concession) for the Board's approval, except for contracts that are terminated mutually.
- 3.11 Approve the Termination of Contract with Contractors/Sub-Contractors of up to RM25 million.
- 3.12 Recommend the Termination of Contract with Contractors/Sub-Contractors exceeding RM25 million in value for the Board's approval, except for contracts that are terminated mutually.

4.0 Meetings

- 4.1 The BTC should meet as and when required as it deems necessary to fulfil its responsibilities.
- 4.2 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, a Chairman for the meeting.
- 4.3 The Chairman will report to the Board in the next Board Meeting/on a quarterly basis after each BTC meeting.
- 4.4 A meeting may be held by way of tele-conferencing, video-conferencing or other telecommunication means, 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.

5.0 Quorum and Decision-Making

- 5.1 The quorum for each meeting shall be two (2) members. Decisions of the BTC shall be made on the basis of simple majority agreement by the members.
- 5.2 In the case of an equality in the overall votes, the BTC Chairman shall have the casting vote.
- 5.3 The Managing Director/Chief Executive Officer and/or other appropriate officers may be invited to attend where their presence is considered appropriate.

6.0 Secretary

The Company Secretary of UEM Edgenta and/or his/her representative shall be the Secretary of the BTC and record the proceedings of the meeting thereat.

7.0 Decisions by Circular Resolutions

In the absence of a meeting and in cases of absolute necessity and considered appropriate, any issues/proposal paper may be resolved through Circular Resolutions and approved by all the BTC members.

8.0 Terms of Reference

These Terms of Reference of the BTC are determined by the Board and may be revised from time to time with the Board's approval.