



A member of **UEM** 

PLUS MALAYSIA BERHAD
(Company No.: 201001039714 (923639-A))

**TERMS OF REFERENCE OF THE
BOARD INVESTMENT & TENDER COMMITTEE**

(Revision approved by the Board of Directors on 9 April 2021)

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1.0. Introduction

The Board Investment & Tender Committee ("BITC") is established to consider and approve investment, project and tender proposals at various stages, i.e. Initialisations or Purchase Requisitions (PR), Sourcing (List of Tenderers), Award / Engagement or Purchase Order (PO) and Variation Orders, which exceeds the approved Discretionary Authority Limits (DAL) of the Managing Director, in line with the Board's delegation of power.

2.0. Objectives

The main objectives of the BITC are as follows:

- i. To facilitate a more transparent, efficient and faster decision making process of the PLUS Strategy within the ambit of the approved Budget and DAL delegated by the Board;
- ii. To provide a platform for the Board via its Committee to discuss investment, project and procurement proposals and to interact with the Management for further information and clarifications before deliberating and approving the proposals for execution;
- iii. To ensure that all policies & procedures (covering investment, project and procurement) are fully adhered to before making any approvals;
- iv. To consider and approve investment, project or procurement proposals based on the approved DAL; and
- v. To ensure that the best interests and value of the PMB Group of Companies are met and protected at all times.

3.0 Composition

The BITC shall comprise of at least three (3) members appointed amongst the Directors of PLUS Malaysia Berhad or Projek Lebuh raya Usahasama Berhad.

There shall be at least one (1) representative each from both Employees' Provident Fund (EPF) and UEM Group Berhad (UEM Group).

The BITC members should include at least one (1) Independent Non-Executive Director.

The Chairman shall be elected by the members of the BITC from amongst their number, and shall be an Independent Non-Executive Director, which shall not be the Chairman of the Company.

The composition and effectiveness of the BITC will be reviewed on annual basis by the Board.

4.0 Secretariat to the BITC

The BITC shall be coordinated by the Company Secretary, to act as Secretary to the BITC, attending BITC meetings and be responsible for the logistic and administrative matters of BITC meetings, and consolidation of investment/project proposals to be presented to the BITC.

- i. Function Heads to be responsible for the technical support in respect of Initialisation or Requisition and the subsequent Tender Award of relevant project proposals; and
- ii. Head of Procurement to be responsible for the preparation of papers and reports for the list of tenderers and/or award of contract.

5.0 Duties and Responsibilities

Investment / Project Proposals

- i. To review, evaluate and approve project & CAPEX investment related proposals together with the relevant implementation/procurement strategies up to the DAL delegated.

If there is a change in the implementation/procurement strategies subsequently, the strategy proposal is required to be re-presented to the BITC for approval, or BITC's recommendation to the Board for approval; and

- ii. To review such other matters relating to project & CAPEX investments by the Company as directed by the Board from time to time.

List of Tenderers / Tender Proposals:

- i. Ensure that the procurement process are in compliance with all applicable procurement ethics, policies and procedures;
- ii. Verify the validity of technical and financial capabilities of the tenderers including their registration certificates with relevant authorities and bodies based on technical and commercial reports; and
- iii. Consider and approve or endorse offers which will benefit the PMB Group of Companies taking into consideration various factors, such as pricing, utilisation of goods /services, quantity, delivery/commission timeframes and other relevant factors.

5.0 Duties and Responsibilities (Contd)

Conflict of Interest

In the event there is personal interest and/or conflict of interest, in respect of any proposal, the BITC member concerned must declare his / her interest and abstain from deliberating and making decision on the said proposal during the BITC meeting.

All BITC members are expected at all times to promote and advance the interest of PLUS Malaysia Berhad ("PMB") or the PMB Group of Companies, as the case may be, and shall not conduct himself / herself in a manner which is prejudicial and/or to the detriment of the Company or Group.

For the avoidance of doubt, where applicable, the interest of the PMB Group of Companies shall take precedence over that of any fiduciary duty to other companies arising from employment contract.

6.0 Scope of Authority

BITC has the authority to undertake the following:

- i. Only approve a proposal by way of unanimous decision. Any disagreement by any member present must be duly minuted and recorded. A decision which is not unanimous shall be referred to the Board of Directors for final decision
- ii. Consider and approve investments, projects and procurement proposals based on the Discretionary Authority Limits (DAL) approved by the Board of Directors
- iii. Review, verify and request additional information which is relevant to the investment, project or tender proposal being discussed
- iv. Consider matters relating to the efficiency and effectiveness of the investment / project proposal evaluation and the procurement process

7.0 Structure of BITC meetings

Frequency of Meeting

The meeting shall be held bi-monthly, or more frequently when a need arises, ie urgent requirement for BITC approval for investment, project & procurement approval.

Agenda of Meeting

For effective deliberation and decision-making, the agenda for discussion at the BITC meetings shall be in the following order:

- | | | |
|----------|--|------------------------|
| Agenda 1 | Consent Agenda <ul style="list-style-type: none">❖ Disclosure of interests❖ Confirmation of minutes❖ Matters Arising | |
| Agenda 2 | Governance, Policies and Frameworks | |
| Agenda 3 | Investment / Project / Initialisation of Expenditure Updates | } Above MD's DAL limit |
| Agenda 4 | New Investment / Project / Initialisation of Expenditure Proposals | |
| Agenda 5 | Procurement Updates | |
| Agenda 6 | Procurement Proposals via Tender/ Direct Purchase / Variation Order | |
| Agenda 7 | Other Matters | |

8.0 Quorum for Meeting

A minimum of 3 BITC members present at the meeting shall form a quorum, of which there shall be **at least one (1) representative each** from both Employees' Provident Fund and UEM Group Berhad.

Meeting shall be convened in the presence of the BITC Chairman. In the event the Chairman is not able to attend the meeting, the meeting shall be postponed to an alternative date whereby quorum can be met.

A member may participate in the meeting by any means of telephone conferencing, video conferencing or any communication equipment and he / she shall be deemed to be present in person and counted in a quorum for the meeting.

9.0 Guidelines for BITC Proceedings

- i. The Company Secretary shall be the Secretariat of BITC;
- ii. The Company Secretary is to provide logistic, administration and support to ensure the smooth running of BITC meetings and proceedings. The Company Secretary is also to consolidate submission of investment/project proposal papers & presentation materials for BITC's deliberation;
- iii. Procurement will consolidate submissions of all tender and award related proposal/papers for BITC's deliberation including that of presentations for the respective items to be tabled to BITC;
- iv. All documents to be submitted to BITC meetings must be first vetted by the Secretariat, which will determine the appropriateness of these documents for discussions at these meetings. All submissions to BITC must be recommended by the Managing Director;
- v. Approved meeting materials are to be submitted to Company Secretary at least four (4) days before the date of meeting for distribution to BITC members;
- vi. BITC Secretariat shall distribute the approved meeting materials together with an agenda of items to be discussed to BITC members at least four (4) days before date of meeting; Upload of materials to Board Pad is one of the mediums for distribution.
- vii. Certified True Copy ("CTC") of Resolutions approved by BITC, shall be distributed by the Company Secretary to Procurement and the relevant key functions within four (4) working days after the meeting;
- viii. Follow-up actions on certain issues need to be resolved by the identified process owners within the given specific timeframe.

10.0 BITC Circular Resolution

In the event a meeting cannot be convened, approval may be sought by way of a Circular Resolution ("BITC CR") in writing to all BITC Members.

A BITC CR signed by all BITC Members shall be deemed as a resolution approved by BITC Members during a BITC meeting duly convened.

Any such BITC CR may consist of several documents in like form each signed by one or more BITC Members, taking the form of documents in writing, or by other written electronic communication and shall be as valid and effectual as if it had been passed by the BITC meeting duly called and constituted.

11.0 Reporting

The minutes of the meeting of BITC shall be tabled by the Company Secretary at the next Board Meeting for information, and / or further deliberation.

BITC Chairman or in his / her absence, any BITC Member is responsible to update and report to the Board on the outcome of the BITC meetings at Quarterly Board Meetings

12.0 Confidentiality

All information in respect of the proposals, decision and minutes of meeting are strictly and highly confidential.