

**PERAK CORPORATION BERHAD
TENDER COMMITTEE**

TERM OF REFERENCE

1. INTRODUCTION

1.1. The Board of Directors (“Board”) of Perak Corporation Berhad (“Company”) has established a committee of the Board known as the Tender Committee (“Committee”). This is the terms of reference of the Tender Committee for the Company.

2. PURPOSE

2.1. The purpose of the Committee is to review, monitor and recommend to the Board significant matters related to procurements of the Group, in line with the Company Limits of Authority and the Company Procurement Policies and Procedures.

2.2. The Committee shall facilitate the Board statutory and fiduciary responsibility relating to the functions and duties of the Committee.

3. COMPOSITION

3.1. The Tender Committee shall be appointed by the Board from amongst their members (who are not alternate directors), comprising at least three (3) members and majority of the Committee members shall be Independent Non-Executive Directors.

3.2. The members of the Tender Committee shall elect a Chairman from amongst their member who shall be an independent director.

3.3. All members, including the Chairman, shall hold office only as long as they serve as directors of the Company. If for any reason the number of members of the Tender Committee fails to comply with the composition requirements, the Board shall immediately, appoint such number of new members as may be required to fill the vacancy.

3.4. The secretary to the Tender Committee shall be Perak Corporation Berhad’s Legal & Company Secretary Division.

4. AUTHORITY

4.1. The Board has authorised the Committee, within the scope of its duties and responsibilities set out in this Terms of Reference to: -

- a) Perform the activities required to discharge its responsibilities within its terms of reference and make relevant recommendations to the Board;
- b) Endorse and approve procurements within the limits set out in the Company Limits of Authority;
- c) Acquire the resource from internal and external professionals, as it deems necessary, to assist the Committee in the proper discharge of its roles and responsibilities, at the expense of the Company and in accordance with the Limits of Authority of the Committee; and

4.2. The Committee shall be assisted by the Company Chief Executive Officer, Chief Financial Officer and any other require senior management to drive good procurement initiatives across the Company.

5. DUTIES AND RESPONSIBILITIES

5.1. The main responsibility of the Committee shall be to assist the Board in reviewing and recommending to the Board, significant matters related to the procurements of the Group.

5.2. The scope and functions of the Tender Committee are set out below: -

- a) review the Company Policies and Procedures, including its framework to adopt best and transparent practices in procurement and any changes to the framework and development of new policies, including the policy relating to sale of by-products and used foods for subsequent Board approval;
- b) review, recommend and approve procurement related activities as per the Company Limits of Authority;
- c) review the efficiency and effectiveness of the Company procurement initiatives;
- d) review and endorse any procurement not covered in or vary from the Company procurement policies and procedures or vary from any standard contract term for subsequent Board approval;
- e) review and approve tender list of tenderers to be invited for selective tender and direct negotiation procurement methods for procurements under the Company procurement policies and procedures of value exceeding RM5 million;
- f) review and approve tender awards under the Company procurement policies and procedures of value above RM5 million to RM20 million;
- g) Review and make recommendation to the Board for their approval, tender awards of value exceeding RM20 million;
- h) Approve and report to the Board on the termination of procurements under the Company procurement policies and procedures of value above RM5 million to RM20 million.
- i) review status reports on procurement transactional efficiency and effectiveness, including amongst others, completion and delivery, spending against budget; and
- j) undertake any other necessary duties as require by the Board.

6. MEETINGS

6.1. Frequency and Attendance

- a) The Committee meetings shall be conducted upon request by the Management on a need basis depending on the expediency required for any related procurement process.
- b) The Committee meeting shall normally conduct in a face-to-face manner to enable effective discussion. Nevertheless, if a member of the Committee is unable to be

physically present, the member may choose to participate via video or teleconferencing, or other appropriate means as determined by the Committee. The above participation shall contribute to quorum of the Committee meeting.

- c) Resolution of the members of the Committee at a meeting or adjourned meeting of the Committee shall be adopted by a majority of votes of all members present.
- d) In addition to the members of the Committee, other Directors of the Board, other executives of the Company, and/or any party which the Committee deems necessary may attend the Committee meetings upon invitation of the Committee. Participation of invitees may not be required for the full duration of the Committee meeting.
- e) Any of the Committee member or invited participant, with conflicting interest shall abstain from the said discussion and shall not be physically present during the discussion. The member of the Committee and/or invited participant, shall abstain and excuse himself/herself from the Committee meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him/her. The conflicted members shall not be included in the voting process.
- f) The Chairman of the Committee shall exercise the right to request those who are in attendance to leave the room if matters discussed are confidential or the deliberation may be impaired due to the presence of individuals concerned.

6.2. Notice and agenda

- a) Proper notice shall be issued for any Committee meeting and the Chairman shall ensure that proper agenda is prepared for the Committee meeting.
- b) The agenda and relevant papers for the Committee meeting must be circulated at least seven (7) days prior to each of the Committee meeting

6.3. Minutes of the meeting

- a) The discussions and conclusions of the Committee meetings shall be minuted, in a clear, accurate (reflect the deliberations and decisions), consistent, complete and timely manner.
- b) The minutes shall be entered into the minutes Register kept by the Company Secretary together with the attendance sheet.
- c) Reproduction of any part of the minutes shall only be performed through/by the Company Secretary.

7. CIRCULAR RESOLUTION

- 7.1. A resolution in writing signed or approved by letter, email, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting.

- 7.2. All such resolutions shall be described as “Tender Committee’s Circular Resolutions:” and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book.
- 7.3. Any such resolution may consist of several documents in like form, each signed by one or more directors.