



DAMANSARA
HOLDINGS BERHAD 196001000367 (4030-D)

BOARD TENDER COMMITTEE

TERMS OF REFERENCE

Adopted as at 30 May 2022



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1.0 ABBREVIATIONS

For the purposes of this term of reference, unless the context clearly indicates otherwise, the following words and phrases shall have the meanings ascribed below:

“BTC” or “Committee”	Board Tender Committee
“Board”	The Board of Directors of DBHD
“DBHD”	Damansara Holdings Berhad and its group of companies
“GALOA”	Group Approval Limit of Authority
“TOR”	Terms of Reference
“Member”	A member of the Committee as appointed pursuant to this TOR;
“Secretary”	Secretary of the Committee;
“.... Company”	DBHD;
“.....Group”	DBHD and its subsidiaries and associated companies.

2.0 INTRODUCTION

This TOR sets out the requirements of DBHD's Board towards the establishment of a BTC (or the Committee), and the delegation of responsibilities to the Committee, as at the date hereof.

3.0 PURPOSE

The primary purposes of the formation of BTC are:

- 3.1. To promote, maintain and ensure the highest standards of integrity, transparency, professionalism and ethics throughout all practices and activities pertaining to tendering and procurement activities;
- 3.2. To ensure the establishment and smooth implementation of policies and guidelines as well as compliance to DBHD and Group's procurement structure, framework and guidelines, and established policies and procedures;
- 3.3. To ensure the smooth execution of approved procurement strategies and plans, including the effectiveness and efficiency of the tendering and procurement activities;
- 3.4. To support DBHD and Group's development objectives including development of Bumiputera participation in tendering and contracts.



4.0 COMPOSITION AND QUORUM

- 4.1. BTC shall consist a minimum of three members with majority of them being non-executive directors including the Committee Chairperson, shall be duly appointed by the Board of DBHD;
- 4.2. The Chairman of the Board is not a member of the BTC. In the absence of the Chairperson, the members present may elect a Chairperson for the Committee meeting amongst the members present;
- 4.3. The quorum for the meetings shall comprise a majority of the Committee members. All resolutions of the BTC shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman of the BTC shall have a second or casting vote;
- 4.4. All members shall be financially literate and are able to understand matters under the purview of the Committee including financial reporting process;
- 4.5. All members of the Committee shall undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

5.0 POWERS AND AUTHORITY

- 5.1. The BTC is authorised by the Board to review, deliberate, approve and award tenders subject to the limit as stipulated in the GALOA of DBHD and Group.
- 5.2. The BTC shall within its TOR:
 - 5.2.1. Have resources required to perform its duties;
 - 5.2.2. Have full and unrestricted access to any information pertaining to DBHD and Group;
 - 5.2.3. Have direct communication channels with employees, senior management personnel and external parties, as and when necessary;
 - 5.2.4. Have the authority to investigate any activity of DBHD and its subsidiaries;
 - 5.2.5. Be able to obtain independent professional and other advice;
 - 5.2.6. Be able to convene meetings with external parties, whenever deemed necessary; and
 - 5.2.7. Have the authority to form management/ sub-committee(s) if necessary and fit.



6.0 DUTIES & FUNCTIONS

- 6.1. Promote the use of transparent and open competition in the procurement/disposal of goods and services procured by DBHD and Group;
- 6.2. Ensure the establishment of policies and procedures to ensure the procurement of goods and services are in the best interest of DBHD and Group and in accordance to good industry procurement practice;
- 6.3. Ensure the policies and procedures are designed to prevent procurement leakages including fraud and any other irregularities;
- 6.4. Promote efficiency and effectiveness in the procurement of goods and services while ensuring alignment with the DBHD's business strategy, including its strategy on development of suppliers;
- 6.5. Promote high standards of professionalism and ethics in all tendering and procurement activities;
- 6.6. Review and approve matters delegated as documented in the GALOA; and
- 6.7. Review status reports and findings in relations to projects undertaken by the appointed vendors and highlight any concerns or irregularity.

7.0 SECRETARY OF THE COMMITTEE

- 7.1. The Secretary of the BTC shall be the Company Secretary.

8.0 REPORTING

- 8.1. The minutes of the BTC meeting shall be approved by the Chairperson of the Committee at its next meeting.
- 8.2. The Committee shall then report to the DBHD's Board for its attention on any relevant matters deemed to be of major importance, matters considered and its recommendations thereon.

9.0 COMMITTEE MEETING

- 9.1. The Committee meeting shall be held at any such number of time(s) as the Committee requires or may deem necessary to fulfil the Committee's responsibilities.
- 9.2. The Committee may invite any persons, including but not limited to other members of the DBHD's Board and Management; or other executive of the Company, and/ or any party which the Committee deems necessary. Participation of invitees may not be required for the full duration of the Committee meeting.



- 9.3. Members may attend the meeting remotely via any telecommunication tools. The member participating via such tool shall be counted in the quorum for such meeting. All decision and/ or resolution agreed by the member via such tool shall be deemed as effective as a resolution passed at the meeting in person of the members duly convened and held.
- 9.4. The Chairman of the Committee, or the Secretary on the requisition of the Members, shall at any time summon a meeting of the Members by giving reasonable notice.
- 9.5. The Chairman of the Committee shall ensure that Committee meeting is not combined with the Board meeting.
- 9.6. In appropriate circumstances, the Committee may deal with matters by way of circular reports and resolution in lieu of convening a formal meeting.
- 9.7. All recommendations and findings of the Committee shall be submitted to the Board for approval.
- 9.8. The issues/matters in the meeting shall then be tabled for ratification by the Board of DBHD.

10.0 REVISION OF TERMS OF REFERENCE

- 10.1. The TOR will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.
- 10.2. Any revision or amendment to the TOR shall be recommended to the DBHD's Board for approval.
- 10.3. Upon DBHD's Board approval, the said revision or amendment shall form part of this TOR and shall be considered duty revised or amended.

END