



TERMS AND REFERENCE (“TOR”) OF THE EXECUTIVE COMMITTEE (“EXCO”)

1. OBJECTIVES

- a) The EXCO is established by the Board of Directors of TDM BERHAD (“Board”) as a medium between the Board, Board Committees and the Management with a primary function and duty to oversee and ensure all Board decisions and instructions to the Management are implemented smoothly and efficiently vis-a-vis to evaluate and make appropriate recommendation to the Board Committees and/or Board on all matters presented to the EXCO by the Management which requires Board’s decision and approval.
- b) While the Board retains full and effective control over the affairs of the Company which includes setting the framework and policies within which the Group should be operated, the EXCO shall be responsible to oversee and ensure the Company shall at all times comply strictly with the relevant laws, regulations and directives of the Government and Government Authorities such as Securities Commission, Companies Commission of Malaysia, Bursa Malaysia, Income Tax Department etc and also to monitor and ensure the Company’s compliance with best practises of Corporate Governance at all times.
- c) The EXCO shall at all times, carry out its duties, roles and responsibilities entrusted by the Board within the ambits of the Terms of Reference (“TOR”) stated herein.
- d) The EXCO shall not have the powers to make decision or issue instructions on any matters which requires prior approval of the Board.

2. MEMBERSHIP

To ensure the EXCO functions effectively, the Membership of the EXCO shall comprise Key Representatives from the Management and Board of TDM Berhad.

The Terms and Reference (TOR) of the EXCO shall include but not limited to the following:

2.1 COMPOSITION OF THE EXCO

The Composition of the EXCO shall comprise of the following 3 categories:

2.1.1 CORE MEMBERS

The Core Members shall consist of Non-Independent & Non-Executive Directors and Key Management of TDM Group. The first members of the Core Members shall be as follows: -

No	Name	Designation
1.	Tuan Haji Mazli Zakuan bin Mohd Noor	Non-Independent & Non-Executive Director
2.	Encik Burhanuddin Hilmi bin Mohamed @ Harun	Non-Independent & Non-Executive Director
3.	Tuan Haji Najman bin Kamaruddin	Executive Director
4.	Encik Hasmadi bin Desa	Person In-Charge of Finance

2.1.2 ADVISORY PANEL MEMBERS

The Advisory Panel Members shall consist of Independent Directors. The first members of the Advisory Panel Members shall be as follows: -

No	Name	Designation
1.	Encik Mohd Kamaruzaman Bin A Wahab	Independent & Non-Executive Director
2.	Tuan Haji Azlan Bin Md Alifiah	Independent & Non-Executive Director

2.1.3 AD HOC MEMBERS

The Ad Hoc Members shall consist of relevant representatives from the Management of TDM Group.

3. APPOINTMENT OF MEMBERS OF EXCO

The Core Members and Advisory Panel Members shall be appointed by the Board of TDM Berhad. In the event of any retirement, resignation, cessation for any reason, the Board shall appoint a new Member in place thereof.

Ad Hoc Members shall be appointed by the EXCO at its discretion.

All members of the EXCO shall hold office only so long as they serve as Directors and/or Employee of the Company.

4. CHAIRMAN OF THE EXCO

The Chairman of the EXCO shall be appointed by the Board among the Advisory Panel Members and the first Chairman of the EXCO shall be Encik Mohd Kamaruzaman Bin A Wahab.

In the absence of the Chairman of the EXCO, the Members present may elect any one (1) member from the Advisory Panel as Chairman of the Meeting.

5. SECRETARY OF THE EXCO

The Head of Corporate Services or any staff from Secretarial Unit shall be the Secretary to the EXCO.

6. MEETINGS

6.1 The quorum for the EXCO meetings shall be:

- Two from Core Members
- One from Advisory Panel Members

6.2 Only members of the EXCO shall have the right to attend the full meetings and all other individuals may be invited to attend for all or part of any meeting as decided by the EXCO.

6.3 Frequency of Meetings

The EXCO shall meet whenever necessary.

6.4 Notice of Meeting

The Notice of Meetings shall be given to all members of the EXCO at least seven (7) days before the meeting unless a shorter notice is accepted and agreed by all EXCO Members.

6.5 Voting

Resolutions, proposals and matters tabled for approvals at any meeting of the EXCO shall be decided by a simple majority of the members present and voting.

The EXCO may meet whether in person and/or by means of any communication technology by which all persons participating in the meeting are able to hear and be heard by all other participants without the need for a member to be in the physical presence in the meeting.

Any member participating in any such meeting shall be counted in the quorum for such meeting. All resolutions passed by the members in such meeting in accordance with these terms of reference shall be deemed to be as effective as a resolution passed at a meeting in person of the members duly convened and held.

- 6.6 Minutes of each meeting shall be kept and distributed to each member of the Board EXCO and the minutes of the meetings shall be tabled to the Board at its earliest meeting for notation

7. Specific Authorities, Duties And Responsibilities

The EXCO shall assist the Board in the following:

- 7.1 Deliberation of the Group's strategic and tactical plans (including capital investments, business ventures and partnerships) and to recommend such plans to the Board Committees and Board for its appropriate action;
- 7.2 Ensuring the performance and conduct of the Group's businesses are properly managed and are consistent with the framework and policies set by the Board within which the Group should be reporting;
- 7.3 To review and provide input and guidance to Management in the implementation and monitoring of the strategies and all other matters approved by the Board;
- 7.4 To review the strategic and business plans and budgets of the Group and make recommendation to the Board Committees and Board for its appropriate action;
- 7.5 To review potential investments, mergers, acquisitions and divestitures of businesses and other assets of the Group and make recommendation to the Board Committees and Board for its appropriate action;
- 7.6 To review management reports from operation and business divisions on key business performance, operating statistics and regular matters for sustaining growth and profitability and report its findings to the Board Committees and Board for its appropriate action;
- 7.7 To require the management, officers and employees of the Group to attend meetings with the EXCO and to provide reports to the EXCO periodically or on an ad hoc basis as determined by the EXCO from time to time.

8. SCOPE

8.1 The EXCO shall:

- (i) Report directly to the Board;
- (ii) Oversee the operations of the Group but shall not be involved in the day to day running of the business.
- (iii) Perform all such duties as assigned by the Board, from time to time.

8.2 The EXCO shall have the following authorities: -

- (i) To obtain external professional or other advice and convene meetings with external parties, whenever deemed necessary by the EXCO within the power delegated with or without the approval from the Board; and
- (ii) To make appropriate recommendations to the Board Committees and Board for its appropriate action.

NOTE:

The Role of Independent Directors in the Advisory Panel is to lend their respective expertise to the EXCO and at no time shall its members, directly or indirectly be or seen to be involved in the day-to-day operations of the Company.

9. MEETING ALLOWANCE

The Directors of TDM Berhad who sits as members of the EXCO shall be entitled to the following allowance: -

- Meeting Allowance : RM 500.00 per meeting

The EXCO shall be given all necessary resources by the Group in carrying out its authorities, duties and responsibilities and, in that regard, all fees, costs and expenses incurred by the Board EXCO shall be borne by the TDM Group.

10. DURATION OF THE EXCO

The appointment of the EXCO shall be effective and valid for a duration deemed fit by the Board.

11. AMENDMENTS OF THE TERMS OF REFERENCE

The Board may amend these terms of reference at any time and from time to time.

Dated: 15 July 2021