

TALAM TRANSFORM BERHAD (1120-H)
- TERMS OF REFERENCE OF THE EXECUTIVE COMMITTEE

Constitution

The Executive Committee was established by the Board on 27 September 2007.

Membership

The Executive Committee members shall be appointed by the Board consisting of Executive Directors of the Board and Senior Management personnel of the Group.

Authority

The EXCO shall, within its terms of reference, have the authority to:-

1. have the resources required to perform its duties;
2. have full and unrestricted access to any information pertaining to the Group;
3. have direct communication channels with employees, senior management personnel and external parties;
4. investigate any activity of the Company and its subsidiaries;
5. form management/sub-committee(s) if deemed necessary and fit;
6. delegate any of its responsibilities to any person or committee(s) that is deemed fit;
7. obtain independent professional or other advice; and
8. convene meetings with external parties, whenever deemed necessary.

Functions and Duties

The functions and duties of the Executive Committee are to:-

- (i) review and approve the budget and cashflow projections prepared by the Group's departments as well as its performance.
- (ii) to evaluate and decide on all transactions (including acquisition or disposal of assets or of investments) and matters relating to the Group's core businesses (which are property development, property investment and provision of management services) or existing investments (or such future investments as may be approved by the Board of Directors), and where the value of each of such transactions do not exceed five percent (5%) of the Group's shareholders fund/net assets value.
- (iii) decide on all matters relating to banking facilities as may be required for the conduct of the Group's operations.

- (iv) assist the Board in ensuring the effectiveness of the Group's core businesses are in accordance to the corporate objective, strategies, policies and business direction approved by the Board.
- (v) formulate strategies on an on-going basis and addressing issues from changes in both external business environment and internal operating conditions of all the departments.
- (vi) to notify the Board of announcements (in relation to acquisitions, disposals and contracts) required to be released to Bursa Malaysia Securities Berhad ("Bursa Malaysia") in compliance with the Listing Requirements and alert the Board on any queries from Bursa Malaysia, Securities Commission and any other regulators.
- (vii) to undertake such function and decide on all matters as may be approved and delegated by the Board of Directors.

Meetings and Minutes

- (i) The EXCO shall preferably meet every two (2) months or whenever deemed necessary.
- (ii) The quorum of the meetings shall be at least two (2) members or 50% of the total members, whichever is higher.
- (iii) The minutes of meetings shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
- (iv) The minutes of each meeting shall be distributed to all members of the EXCO.
- (v) The EXCO is also allowed to carry out the resolution by way of circulation.
- (vi) Head of respective division units and relevant management personnel may be invited to attend the EXCO meetings.
- (vii) Resolutions, proposals and matters tabled for approvals at any meeting of the EXCO shall be decided by a simple majority of the members present.
- (viii) The Company Secretary shall be the secretary of the EXCO.