



IJM CORPORATION BERHAD
198301008880 (104131-A)

TERMS OF REFERENCE OF THE OPERATING COMMITTEE

Membership

Members of the Operating Committee (“OC”) shall consist of the Chief Executive Officer & Managing Director (“CEO&MD”) and an Independent Director of the Company. The CEO&MD of the Company shall be the Chairman of the OC.

Meetings and Minutes

Meetings shall be held at least four (4) times a year to review the operations of the Group’s operating divisions. The quorum shall be of two (2) members present including participation via electronic means. The Board may nominate not more than two (2) Independent Directors to attend the meetings. In attendance shall be the Heads of Division, Chief Financial Officer, Company Secretary and relevant departmental heads.

The Company Secretary shall act as secretary to the OC. Minutes of each meeting shall be distributed to the Board.

Authority

The OC shall have the following authority as empowered by the Board:-

- to make decision on matters which fall within the purpose and responsibilities of the OC; and
- to have sufficient resources in order to carry out its duties on any matters within its terms of reference.

Duties

The following are the main duties and responsibilities of the OC collectively:-

1. to approve all transactions (including acquisition or disposal of assets or of share capital) or existing investments (or such future investments as may be approved by the Board of Directors) of the Company where the value of each of such transactions does not exceed five percent (5%) of the Group’s net assets value;

2. to monitor the financial and operational performance of all divisions of the Group and take appropriate actions as deemed necessary to ensure due performance and achievement of annual business plan;
3. to review and recommend to the individual divisional boards for approval on all transactions (including acquisition or disposal of assets or of share capital) and matters relating to or for the purposes of the Group's core business (which includes construction, manufacturing & quarrying, property development, toll, port and overseas ventures) 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 does not exceed five percent (5%) of the Group's net assets value;
4. to decide on all matters relating to or concerning banking facilities including the opening (and closing) of banking accounts as may be required for the conduct of the Group's operations and the provision of corporate guarantees or letters of comfort or undertaking as may be required in connection with the banking facilities and/or the Group's operations, where the value of each corporate guarantee or undertaking does not exceed five percent (5%) of the Group's net assets value;
5. to notify and invite the Directors to attend the tender adjudication meeting at which any construction project of value estimated to be in excess of RM1 billion, or RM250 million for overseas contracts, is being considered for commitment;
6. to notify the Directors of announcements (in relation to acquisitions, disposals, and contracts) released to Bursa Malaysia Securities Berhad in compliance with the Main Market Listing Requirements; and
7. to undertake such function and to decide on all matters as may be approved or delegated by the Board of Directors.