



ALPHA REIT MANAGERS SDN BHD

EXECUTIVE COMMITTEE

Terms of Reference

1. PURPOSE

The purpose of the EXCO (the “**Committee**”) is to assist the Board in overseeing the Company’s day-to-day activities and Alpha REIT’s on behalf of the Board.

2. MEMBERSHIP

- 2.1 The Committee shall comprise of Directors of the Board who are shareholder(s) of the Company and the CEO.
- 2.2 No alternate director shall be appointed as a member of the Committee.
- 2.3 The members of the Committee shall elect a Chairman from among their number.
- 2.4 All members of the Committee, including Chairman, will hold office only so long as they are the shareholders of the Company and serve as Directors of the Company.
- 2.5 The terms of office and performance of the Committee and each of its members shall be reviewed by the Board of Directors no less than once every three (3) years. However, the appointment terminates when the member ceases to be a Director.
- 2.6 Members of the Committee may relinquish their membership in the Committee with prior written notice to the Company Secretaries and may continue to serve as Directors of the Company.

3. FUNCTIONS

The Committee shall:

- 3.1 make recommendations to the Board on new investments, acquisitions and write-offs of investments;
- 3.2 make recommendations to the Board on any financings offers, capital management proposals and additional banking facilities;
- 3.3 make recommendations to the Board on specific budgets for capital expenditure involving development projects, acquisitions and enhancements/upgrading of properties; reviewing management reports and operating budgets;
- 3.4 report and recommend to the Board any corporate exercise including issuance of new units in Alpha REIT;
- 3.5 make recommendation to the Board on the development projects/assets enhancement initiatives for the properties of Alpha REIT;
- 3.6 review and recommend to the AC and Board on the adequacy and completeness of the overall risk management framework of Alpha REIT;

- 3.7 evaluate and make recommendations for the AC's review and the Board's approval of the risk guidelines and risk tolerance for Alpha REIT;
- 3.8 review Alpha REIT's risk portfolio mix and risk levels as and when required;
- 3.9 report to the Board on decisions made by the EXCO including summary reports on activities undertaken by the Company and minutes of EXCO meetings to all Audit Committee and / or Directors, where applicable; and
- 3.10 perform such other functions as delegated by the Board.

4. MEETINGS AND RESOLUTIONS

- 4.1 The Committee shall meet at least once every three (3) months. However, additional meetings may be called at any time at the request of any member of the EXCO or at the discretion of the Committee's Chairman.
- 4.2 The quorum for the meeting shall be two (2) members.
- 4.3 The Committee's meeting shall be presided by the Committee's Chairman, failing him, the remaining members shall appoint from amongst themselves to chair the Committee's meeting.
- 4.4 A member of the Committee shall declare and abstain from participating in the discussions and decisions of the Committee on matters that gives rise to a conflict of interest involving that member.
- 4.5 The secretary for the meetings shall be appointed by the Committee who shall be responsible, with the concurrence of the Chairman, in drawing up and circulating the notice of meeting setting out the agendas supported by the relevant documents to members prior to such meeting and be entrusted to minute the proceedings and decisions/recommendations at all meetings of the Committee.
- 4.6 The minutes of the Committee's meetings shall be signed by the chair to signify the true and correct record of the Committee's meetings.
- 4.7 The Committee may pass a resolution of the Committee either by way of a written resolution or at a meeting of the Committee. The written resolution recording the decision made and signed by the majority of the Committee members is valid and effective as if it were a resolution duly passed at a meeting of the Committee. Any such resolution may consist of several documents in like form, each signed by one or more of the Committee's members, and shall be as valid and effectual as if it were a resolution duly passed at a meeting of the Committee. Any such documents may be accepted as sufficiently signed by a member of the Committee if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by the said member.

5. **DEADLOCK**

If the EXCO is unable to reach agreement on any material issue within the scope of the EXCO's responsibilities, the issue may be referred to the Board for decision.

As approved by the Board of Directors on 24 October 2019.

[End]

Alpha REIT Managers Sdn Bhd