

## **Procurement Committee: Terms of Reference**

1. The Terms of Reference of the Procurement Committee encompasses the procurement of any developer under a developer services agreement with InfraCo Asia Development.

### **2. Meetings & Proceedings**

- 2.1 The proceedings of the Procurement Committee shall be governed by the provisions of the Company's Articles of Association (as may from time to time be amended or supplemented) regulating the meetings and the proceedings of the directors, so far as the same are capable of applying.
- 2.2 The members of the Procurement Committee may pass resolutions in writing, a copy of which is sent or circulated by letter, facsimile or electronic communications to all Procurement Committee members and which is signed by a majority of its members, shall be as valid and effectual as if it had been passed at a meeting of the Procurement Committee duly convened and held. Such resolutions in writing may consist of several documents each signed by one or more of the committee members in counterpart(s). The Procurement Committee may accept copies of signed resolutions in writing delivered to the Company by personal delivery, post, facsimile or electronic communications

### **3. Responsibilities**

- 3.1 The terms of reference of the Procurement Committee are as follows:
  - (i) Review and approve the plan and timetable for the procurement process and any amendments thereto;
  - (ii) Approve the budget for the procurement process;
  - (iii) Ensure compliance with the PIDG Procurement Policy and Guidelines;
  - (iv) Approve notices, presentations, tender documents, responses to questions, terms of the service agreement and all other material documents related to the procurement process;
  - (v) Approve the selection and engagement of professional advisers to assist in the procurement, if deemed necessary, and the terms of such engagement;
  - (vi) Approve evaluation criteria at each relevant stage of the process and review proposals submitted against such criteria;
  - (vii) Conduct interviews and dialogue sessions with bidders as necessary in accordance with the approved plan;
  - (viii) Based on the evaluation conducted, recommend the shortlist of bidders and, at final stage, recommend the preferred bidder for Board approval;
  - (ix) Report to the Board on a regular basis on the progress of the procurement process.

*Amended and approved by the Board of Directors on 11 November 2014.*