

TERMS OF REFERENCE
MAHB BOARD FINANCE AND INVESTMENT COMMITTEE (“BOFIC”)

DEFINITION

“MAHB” or “Company”	Malaysia Airports Holdings Berhad
“Board”	Board of Directors of MAHB and its subsidiaries
“Group”	MAHB and its subsidiaries

1. **CONSTITUTION**

1.1 The authority and functions of the BOFIC extend to MAHB and all its subsidiaries, joint ventures and associates within the Group.

2. **OBJECTIVES**

2.1 To assist the Board of Directors in fulfilling its fiduciary responsibilities relating to the company’s financial investment.

3. **MEMBERSHIP**

3.1 The members of the BOFIC shall be appointed by the Board of Directors of MAHB from among its members and:

- (i) shall comprise no fewer than 4 members.
- (ii) at least one member must be an Independent Director.

3.2 If for any reason the membership falls below four (4) members, the Board of Directors of MAHB shall within 1 month of the event, appoint such number of new members as may be required to fulfill the minimum requirement.

4. **AUTHORITY**

4.1 The BOFIC shall have the following authority as empowered by the Board of Directors of MAHB:

- (i) Have the resources required to perform its duties.
- (ii) Have full and unrestricted access to any information, records, properties and personnel within the Group.
- (iii) Be able to obtain independent professional advisers or other advisers.
- (iv) To engage outsiders with relevant experience and expertise if necessary.

5. **FUNCTION AND DUTIES**

The functions and duties of BOFIC shall be to:

- 5.1 Review and monitor the financial investment policy and financial investment portfolios of the MAHB Group.
- 5.2 Review, evaluate and assess prospective investments/ divestments, new businesses, projects and overseas ventures, taking into account of factors such as strategic rationale, return on investment and resource requirements of those prospects, and make appropriate recommendations to the Board of Directors.
- 5.3 Review and monitor the progress of all capital projects against the approved project schedule and budget to ensure completeness of all project deliverables within schedule and budget. Capital projects include construction of new airports, land development projects and any other expansion projects for domestic and foreign airports.
- 5.4 Review and monitor the performance of the overseas ventures.
- 5.5 Review Group Approval Limit of Authority (GALOA) and recommend it to Board of Directors for their approval.
- 5.6 Consider other duties as directed by the Board of Directors of MAHB.
- 5.7 Oversee current and future capital and financial resource requirement.
- 5.8 The Finance and Investment Committee to review the Committee's Terms of Reference at least once every 2 years.

6. **MEETING/QUORUM/SECRETARY**

- 6.1 The Committee to conduct meetings at least once every quarter or 4 meetings per annum and convene additional meetings as and when necessary. Notice of meetings shall be circulated to the members 1 week in advance. The agenda for each meeting shall be circulated to the BOFIC members at least 2 full working days before each meeting.
- 6.2 Upon the request of any member of BOFIC, the Chairman of BOFIC shall convene a special meeting to consider any matters.
- 6.3 A quorum for BOFIC shall be at least three (3) members, of which one (1) should be an Independent Director. In the absence of the Chairman, the members present shall be electing a Chairman for the meeting from amongst the members present. Such person so elected as Chairman for the Meeting must be a non-executive director of MAHB. The Independent Director must be present at each BOFIC meeting.
- 6.4 Questions arising at any meeting shall be decided by a majority vote, each member having one vote and in the event of a tie, the Chairman shall have a second or casting vote.
- 6.5 The Secretary of MAHB shall be the Secretary of BOFIC and in his/her absence the Assistant Company Secretary shall assume the functions of the Secretary of BOFIC.
- 6.6 The BOFIC may request members of management to participate in its meetings, as necessary and when so invited, to carry out BOFIC's responsibilities.
- 6.7 The minute of the meetings shall be tabled at the MAHB Board of Directors Meeting after each meeting.
- 6.8 The BOFIC, through its Chairman, shall report to the MAHB Board of Directors after each meeting.