

OVERSEA ENTERPRISE BERHAD (317155-U)
(Incorporated in Malaysia)

INVESTMENT COMMITTEE

TERMS OF REFERENCE

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1. **PURPOSE**

The purpose of the Investment Committee (“**the IC**”) is to assist the Board of Directors (“**the Board**”) in reviewing and recommending to the Board, significant matters related to existing and potential investments of the Group. This includes and is not limited to new investment, capital expenditure project, partnership, merger and acquisition and divestment.

2. **COMPOSITION**

The IC shall comprise of at least three (3) members to be appointed by the Board amongst the Board members and senior management of the Group.

Where the members for any reason are reduced to less than three (3), the Board shall within six (6) months of the event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.

The change of the members of the IC shall be decided by the Board from time to time.

3. **CHAIRMAN**

The Chairman of the IC shall be elected from amongst the IC members. The Chairman of the IC shall be approved by the Board of Directors.

In the absence of the Chairman, the members can elect from amongst themselves the alternate Chairman for the Meeting.

4. **QUORUM**

No business shall be transacted at any meeting of the IC unless a quorum is present. Two (2) members of the IC shall constitute a quorum.

5. **MEETING**

The IC members may meet together for despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at his discretion.

The Chairman may invite the management, independent advisor and/or external parties (eg. consultant/professional) as required, to provide clarification/detailed explanation on issues that fall within the scope of functions and responsibilities of the IC.

Notice of IC Meeting shall be given to all the IC members at least three (3) days prior to each meeting unless the IC members waives such requirement.

Any decision arising at the meeting shall be decided by a majority of votes, each member has one (1) vote and a determination by a majority of member shall for all purposes be deemed a determination of the members. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

6. **MINUTES**

Minutes of each meeting shall be kept at the registered office and distributed to each member of the IC and also to other members of the Board for notation.

7. **CIRCULAR RESOLUTION**

A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members. The interested IC's member is required to abstain from

deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

8. SECRETARY

The appointed secretary shall attend to take minutes of the meeting and provide appropriate support to the Chairman and the IC.

9. REPORTING

The IC shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The IC shall report to the Board on any specific matters referred to it by the Board for any issues affecting the investment portfolio that may affect the Group's financial position.

10. AUTHORITY

The IC is authorized by the Board to:

- i. examine any activity within its Terms of Reference.
- ii. full access to the advice and services of the Company Secretary and seek advice or obtain independent professional assistance from any person or firms who has the relevant experience and required expertise at the Company's expense, if the IC so required; and
- iii. request for resources from internal or external for the purposes to perform activities that under their responsibilities within the Terms of Reference and make relevant recommendations to the Board.

11. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the IC are as follows:-

- i. Review the Group's investment policy, the strategic direction and strategic plans of the Group pertaining to investment of the Group.
- ii. To consider, approve or make recommendation to the Board, any proposed investment and divestment, include and is not limited to merger and acquisition and acquisition of land and building, including their funding requirements with projected costs above RM10,000,000 (Ringgit Malaysia: ten million) to the Board for approval. The IC shall first bring to the attention of the Audit Committee for any proposed investment of RM5,000,000 (Ringgit Malaysia: five million) and above.
- iii. To consider and approve the Group's annual capital expenditure up to RM1,900,000 (Ringgit Malaysia: One million and nine hundred thousand) and recommend capital expenditure above RM1,900,000 (Ringgit Malaysia: One million and nine hundred thousand) to the Board for approval;
- iv. Frequently review the performance of the investments, provide updates and advise on exit plan, if any, on the capital budgets, investment and business cases;
- v. Purchase of stocks and shares of value RM500,000 (Ringgit Malaysia: Five Hundred Thousand) and above in a single transaction or with accumulated exposure of RM1,000,000 (Ringgit Malaysia: One million) and above in any single counter;
- vi. Monitor the progress of the major capital investments and perform necessary post-implementation reviews.
- vii. Monitor the utilisation of the approved capital expenditure.

12. INVESTMENT POLICY

- i. The Company or its subsidiaries may provide borrowings to finance any proposed investment within the Group.
- ii. None of the investments may be lent, used as guarantees or used to discharge any obligation of the Directors, major/substantial shareholders of the Company or any of its subsidiary or of any other parties.
- iii. Investment may be made in the securities of investee company in which any of the Directors of the Company already have an interest, provided that disclosure of such interest is to be made by the Director concern to the Board.

13. REVIEW OF THE TERMS OF REFERENCE

The IC shall, from time to time and at any time that it deems necessary, review its Terms of Reference to ensure that it continues to remain relevant and make amendments with the Board's approval.

HISTORY

Date	Description
24 August 2010	Establishment
19 August 2011	Revision 1
23 February 2018	Revision 2