

CONFIDENTIAL

SARAWAK CONSOLIDATED INDUSTRIES BERHAD

TERMS OF REFERENCE FOR INVESTMENT COMMITTEE

(Approved by the Board of Directors on 17 June 2020)

THE CONTENT



1. PURPOSE

Investment Committee ("IC") shall review all significant investment and tender made and to be made by Sarawak Consolidated Industries Berhad ("SCIB") Group and to recommend to the Board of Directors ("Board") for approval.

Investments includes and is not limited to merger and acquisitions, new partnerships, divestments and large capital expenditure projects.

2. APPOINTMENT/COMPOSITION

IC shall consist of not less than three (3) members with at least one (1) independent member, all of whom shall be duly appointed by the Board. The Chairman of the Committee shall be appointed by the Board.

Number of members to be appointed shall be at the discretion of the Chairman of SCIB's Board.

If the Chairman of IC is not present at the meeting, the members present shall elect a Chairman from among themselves.

3. AUTHORITY

The Board confers full powers to IC to:

- Establish, review and recommend to the Board the overall investment policies, guidelines and portfolio requirements of the Group;
- Recommend to the Board the internal fund-raising activities of the Group;
- Recommend to the Board the new investments and disposals of significant value for the Board's approval;
- Approve the utilization / use of funds for investments, mergers and acquisitions and other related matters;
- The Committee shall have the necessary resources which are required to perform its duties and shall have direct communication channels with the person(s) carrying out the activity and may seek advice or obtain independent professional assistance from any person or firms who has the relevant qualification and experience and required expertise, if IC so requires and considers necessary to assist with its deliberation;
- IC shall approve investments up to a prescribed limit per transaction determined by the Board and to notify the Board; and
- IC shall recommend investments in excess of the prescribed limit per transaction to the Board for approval.

4. ROLES AND RESPONSIBILITIES

The Committee's primary roles and responsibilities are as follows:

- To review annual business plans and budgets for recommendation to the Board for approval;
- To evaluate proposals on new investments and divestments of significant value to ensure they align with SCIB's vision, mission and corporate goals;
- To approve investment up to a prescribed amount as determined by the Board from time to time, beyond which a recommendation will be made to the Board;
- To review financial investment portfolios of the Group. This includes and is not limited to existing and new merger and acquisitions, new partnerships, divestments and large capital expenditure projects;
- To oversee current and future capital and financial resource requirements;
- To monitor the fund-raising activities of the Group;
- To conduct the annual performance evaluation of the Group's investment activities;
- To review and recommend to the Board the foreign exchange and hedging policies and procedures;
- The Committee shall uphold integrity and ethical in discharging its duties.
- The Committee shall maintain confidentiality of all matters discussed in IC meetings or matters concerning the investment at all times.
- To implement other necessary duties as mutually agreed by IC and the Board or any other authorities which are required by law or regulated by any Government authority;
- To review and update the Terms of Reference of IC from time to time and seek the Board's approval in respect of the such revision of the Terms of Reference; and
- To review IC's Terms of Reference at least once every 2 years.

5. FREQUENCY AND ATTENDANCE

A quorum shall consist of two (2) members, one of which must be an Independent Director.

Meetings shall be held whenever necessary or on an ad-hoc basis as and when the circumstances dictate.

The Committee may invite any persons including but not limited to the other Board members and key management personnel, to attend a meeting or part of the meeting, where such participation is considered relevant / pertinent to the work on subject / matter being brought up to IC.

The Secretary of the Committee shall be appointed by the Board.

The minutes of each meeting shall be tabled at the Board Meeting of SCIB.