

**AIMFLEX BERHAD**  
(Company No. 1273151-K)

**INVESTMENT COMMITTEE**

<b>TERMS OF REFERENCE</b>
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**1. CONSTITUTION**

- 1.1 Investment Committee (“the Committee”) shall be formed by the Board and the Committee members shall be appointed by the Board from amongst the Board members.
- 1.2 The functions and authority of the Committee extend to AIMFLEX Berhad (“the Group”) and all its subsidiaries as well as joint venture and associate companies where management responsibility is vested on the Group.

**2. OBJECTIVES**

- 2.1 The primary objective of the Committee is to recommend to the Board and review all significant investments made and to be made by the Group. The investments include and are not limited to mergers & acquisitions, new partnerships, divestments and large capital expenditure projects.
- 2.2 The Committee is also responsible to recommend to the Board the fund-raising activities of the Group.

**3. MEMBERSHIP**

- 3.1 The Committee shall be appointed by the Board of Directors and shall consist of not less than three (3) members.
- 3.2 The majority of the members of the Committee shall be members of the Board of Directors with at least one (1) member of the Committee is Independent Director.
- 3.3 The Board may also appoint any other persons with relevant qualifications and experience as the Board thinks appropriate to be a member of the Committee. In the event the number of the committee members is reduced to less than three (3) due to any reason whatsoever, the Board will appoint a new member within three (3) months thereof.
- 3.4 The Chairman of the Committee shall be appointed by the Board. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst themselves.
- 3.5 The Company Secretary shall be the Secretary of the Committee, and shall have the following responsibilities:
  - i. Ensure meetings are arranged and held accordingly;
  - ii. Assist the Committee Chairman in planning the Committee’s activities;
  - iii. Draw up meeting agendas in consultation with the Committee Chairman, maintain the minutes;
  - iv. Ensure structured communication between the Board and the Committee; and
  - v. Ensure the Committee’s recommendations presented to the Board are supported by papers, including Report of the Committee or minutes that explains the rationale for the Committee’s recommendations.

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**4. MEETING**

- 4.1 The Chairman shall convene and the Committee shall meet as and when the circumstances dictate. The quorum for a Committee meeting shall be at least two (2) members with the presence of at least one (1) member who is Independent Director.
  
- 4.2 Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the Committee. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.
  
- 4.3 The Secretaries will distribute the minutes of meeting to all members of the Committee. The Minutes of Meeting shall be tabled to Board for information. The Minutes of Meeting and conclusions of the Committee meetings should be minuted and the Minutes so entered into the Minutes Register kept by the Company Secretary of the Group. Reproduction of any part of the Minutes of Meetings can only be through/by the Secretary.
  
- 4.4 Only members of the Committee have the right to attend the Committee meetings. However, other individuals such as the Managing Director / Chief Executive Officer/ Chief Financial Officer, the Head of Administration and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
  
- 4.5 Attendance at a meeting may be in person or by way of participation via video conference or teleconference or such other means as may be agreed by the members.
  
- 4.6 A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members. The Company Secretary or his/her representative or other appropriate senior officer shall act as secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, prior to each meeting.

**5. AUTHORITY**

- 5.1 The Committee is authorised by the Board to act within its terms of reference, to obtain resources which it requires including but not limited to obtaining advice from expert advisers, both internal and external, and to have full and unrestricted access to information to enable the Committee to fulfil its objectives.

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5.2 The Committee is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.

5.3 The Board confers full powers to the Committee to:

- i. Establish, review and recommend to the Board the overall investment policies, guidelines and portfolio requirements of the Group.
- ii. Recommend to the Board the fund-raising activities of the Group.
- iii. Recommend to the Board the new investments and divestments of significant value for the Board's approval.
- iv. Evaluate and recommend to the Board investments or divestments.

**6. FUNCTIONS & DUTIES**

6.1 The main function of the Committee is to assist the Board in performing its duties and discharging its responsibilities in evaluating the Group's investment proposals.

6.2 The scope and duties of the Committee are set out below:

- i. To evaluate proposals on existing and new merger & acquisitions, new partnerships, divestments and large capital expenditure projects .
- ii. To review financial investment portfolios of the Group. This includes but not limited to existing and new merger & acquisitions, new partnerships, divestments and large capital expenditure projects.
- iii. To oversee current and future capital and financial resource requirements.
- iv. To monitor the fund-raising activities of the Group.
- v. To conduct the annual performance evaluation of the Group's investment activities.
- vi. To review and recommend to the Board the foreign exchange hedging policies and procedures.
- vii. To review the circular for investment and divestment.
- viii. To review the bursa announcement for investment and divestment.
- ix. To review the press-release for any investment and divestment.
- x. To implement other necessary duties as mutually agreed by the Committee and the Board or any other authorities which is empowered by law or regulated by any Government Authority.

6.3 The Committee shall uphold integrity and ethical in discharging its duties.

6.4 The Committee shall maintain confidentiality of all matters discussed in the Committee meetings or matters concerning the investment at all times.

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**7. REPORTING RESPONSIBILITIES**

- 7.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting of the Committee.
- 7.2 The Committee shall make recommendations to the Board as appropriate on any area within its responsibility or as delegated by the Board, where action or improvement is needed.

**8. MINUTES**

- 8.1 The minutes of meetings of the Committee shall be circulated to all members of the Board.
- 8.2 The minutes shall be kept at the registered office of the Company under the custody of the Secretary of the Company and shall be open for inspection by the Board. Any request by Management or other persons to inspect the minutes shall be subject to the approval of the Committee.

**9. DISSOLUTION**

- 9.1 The composition of the Committee shall be dissolved upon recommendation and decision of the Board.

**10. REVISION OF THE TERMS OF REFERENCE**

- 10.1 The terms of reference should be assessed, reviewed and updated at least once every three years by the Committee or as and when there are changes to the relevant laws and regulations that may have an effect on the Committees' responsibilities.
- 10.2 Any revision or amendment to this TOR, as proposed by the Committee or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of this TOR and this TOR shall be considered duly revised or amended.