



TERMS OF REFERENCE INVESTMENT COMMITTEE

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1. OBJECTIVES

The primary objective of the establishment of the Investment Committee (“the Committee” or “IC”) is to assist the Board of Directors (“Board”) by delegating their responsibilities to assess and review any potential investment(s) or proposal(s) (“the Proposal”) of CN Asia Corporation Bhd (“CN Asia” or the “Group”). This Terms of Reference aims to set out the procedures of the IC to advise the Board on potential investment(s) or proposal(s) put forward by various parties.

2. COMPOSITION

The Committee must comprise of at least three (3) members, mainly Executive Directors and at least one (1) member from the Management. Any vacancy below three (3) shall be filled within three (3) months.

All members of the Committee shall hold office only for so long as they serve as employees of the Group.

The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee and appoint new members to the Committee.

The members of the IC are:-

- (a) YM Tengku Shamsulbhari bin Tengku Azman Shah (Chairman)
- (b) Chang Chee Ching (Member)
- (c) Lim Paik Goot (Member cum secretary of IC to keep the minutes of the IC meeting)

3. AUTHORITY

The Committee is authorized by the Board to act within its terms of reference, to obtain resources which it requires including but not limited to obtaining advice from experts in various fields, both internal and external, and to have full and unrestricted access to information to enable the Committee to fulfil its objectives.

4. MEETING

The Committee may meet as and when required for the dispatch of business, adjourn and otherwise regulate their meetings, or more frequently as and when the need arises. The quorum for a Committee meeting shall be at least two (2) members.

In the absence of the Chairman in a meeting, the members can elect from amongst themselves the Chairman for the meeting.



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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.

A member of the Committee may participate in a meeting by means of a telephone conference or video conference or any other means of video and tele-conference communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

The Chairman of the Committee shall report to the Board on any matter that should be brought to the Board's attention, and provide the recommendations that require the Board's approval. Detailed minutes of the Committee's meeting will be made available to all Board members. A summary of significant matters and resolutions will be reported by the Committee at Board meetings.

A resolution in writing signed or approved via letter, telex, email or facsimile by a majority of the Committee members, shall be effective for all purposes of a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.

The Secretary to the Committee and he/she shall be entrusted to record all minutes of the Committee meetings and circulating them to committee members and to other members of the Board of Directors. The books containing the Minutes of proceedings of the Committee shall be kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act, 2016, relating to the keeping of Minutes of the Board of Directors and any Committee of the Board of Directors.

5 REVIEW OF THE TERMS OF REFERENCE

This Terms of Reference shall be assessed, reviewed and updated annually or as and when necessary to ensure the Committee remains consistent with the Company's objectives and Board's responsibilities and in line with the relevant laws and legislations.

Any revision or amendment to the terms of reference, as proposed by the Committee shall be presented to the Board for approval.