

**TERMS OF REFERENCE**

**OF**

**EXECUTIVE COMMITTEE FOR INVESTMENTS**  
(REVISION: MAY 2024)

**POWER ROOT BERHAD**  
[Company Registration No.: 200601013517 (733268-U)]

Duly approved by the Board of Directors of Power Root Berhad via Board of  
Directors' Circular Resolution dated 8 May 2024

<b>CONTENT</b>	<b>PAGE</b>
1. <b>OBJECTIVES .....</b>	<b>3</b>
2. <b>COMPOSITION .....</b>	<b>3</b>
3. <b>MEETINGS .....</b>	<b>3</b>
4. <b>RESOLUTION IN WRITING .....</b>	<b>4</b>
5. <b>AUTHORITY .....</b>	<b>4</b>
6. <b>DUTIES &amp; RESPONSIBILITIES .....</b>	<b>4</b>
7. <b>VARIATION .....</b>	<b>4</b>

## **1. OBJECTIVES**

The main objectives of the Executive Committee for Investment (“EXCO-I”) is to assist The Board of Directors (“The Board”) in carrying out day to day investment decisions on the Group’s excess to requirements cash and cash equivalent funds (hereinafter referred to as “investment fund”), up to the pre authorised limit and terms and conditions as determined by The Board. Any proposed investment exceeding the authorised limits (cumulative investment amount) or terms and conditions must have the prior approval of The Board.

## **2. COMPOSITION**

The composition of the EXCO-I must not be less than three (3) members, all of whom shall be appointed by The Board. Where the Members for any reason are reduced to less than three (3), that Committee shall within six (6) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

The members shall elect a Chairman of the EXCO-I from amongst themselves and subject to approval by The Board.

## **3. MEETINGS**

The quorum for an EXCO-I meeting shall be two (2) members. All meetings shall be chaired by the Chairman or in his absence, the members may elect a Chairman among themselves the Chairman for the meeting.

The EXCO-I may meet together or virtually for the dispatch of business, adjourn and otherwise regulate their meetings as and when the need arises. The Chairman may call for a meeting at any time at the Chairman’s discretion.

The secretary of the EXCO-I may be appointed by the Chairman and may be the company secretary of the Company or any other suitable person as determined by the Chairman of the EXCO-I.

The secretary shall on the request of at least two (2) members or the Chairman summons a meeting of the EXCO-I, except in the case of an emergency, reasonable notice of every EXCO-I meeting shall be given in writing.

All decisions, whether by meeting or by way of circulation, shall be by way of a simple majority vote of the Chairman and the members. In the event of a stalemate in vote, the Chairman shall have a casting vote.

Members of the EXCO-I shall declare and abstain from all deliberations where there is a conflict of interest.

The EXCO-I may invite any officer of the company or relevant external party to the meeting to provide inputs and clarifications.

#### **4. RESOLUTION IN WRITING**

A resolution in writing signed by majority EXCO-I members for the time being shall be as valid and effectual as if it had been passed at a meeting of the EXCO-I duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more member ("counterparty").

#### **5. AUTHORITY**

The Board has authorised the EXCO-I, within the scope of its duties and responsibilities to:

- a. make investment decisions at its discretion from time to time as it deems appropriate and in the best interest of the Group within the limits and guidelines set by The Board;
- b. acquire the resources from internal or external professionals, as it deems necessary, to assist the EXCO-I in the proper discharge of its roles and responsibilities, at the expense of the Company; and
- c. be entitled to the services of a company secretary, to ensure accurate records are maintained of meetings and resolutions including among others, decisions made by the EXCO-I are properly documented.

#### **6. DUTIES & RESPONSIBILITIES**

The duties and responsibilities of the EXCO-I are as follows:

- a. To decide on the most appropriate investment strategy to achieve the optimal utilization and performance of the Group's investment funds in accordance with The Board's decision;
- b. To invest and/or divest up to the prescribed amount as determined by The Board from time to time;
- c. To regularly review the Group's investment portfolio and assess the performance of the Group's investments in the context of business and operational performance as well as changing market environment;
- d. To evaluate, review and recommend to The Board, any proposed investment(s) and divestments of amounts exceeding the pre-approved limits for The Board's approval;
- e. To regularly report and brief The Board on the performance of the investment and the utilisation of funds allotted; and
- f. To undertake any other investments as the EXCO-I considers appropriate.

#### **7. VARIATION**

The above Terms and Reference may be determined and/or varied by The Board at any time and from time to time.