



TERMS OF REFERENCE

**JENTAYU SUSTAINABLES
BERHAD
BOARD OF INVESTMENT
COMMITTEE**

JENTAYU SUSTAINABLES BERHAD

TERMS OF REFERENCE OF JENTAYU SUSTAINABLES BOARD OF INVESTMENT COMMITTEE

1.0 OBJECTIVE OF THE JENTAYU SUSTAINABLES BERHAD INVESTMENT BOARD COMMITTEE (“BIC”)

The Objective of the BIC is to discuss and evaluate all investment and divestment proposals by the management governed by the terms and conditions outlined in this Terms of Reference (“TOR”), and deemed appropriate, to propose to the Board for approval.

The investment committee is expected to be more focused and will delve deeper into the proposals prior to the presentation to the Board.

This structure also strengthens our corporate governance and ensures a more thorough process of decision making.

2.0 COMPOSITION

- 1.1 The BIC shall consist of at least three (3) Independent & Non-Executive Directors of JSB.
- 1.2 The actual number of members of BIC may be determined by the Board from time to time.
- 1.3 The Chairman of the BIC shall be appointed by the Board of JSB from time to time from amongst the members of BIC.

3.0 SECRETARY OF BIC

- 3.1 The Company Secretary of JSB or any other person appointed by the BIC shall be the secretary of BIC.

3.2 The Secretary shall:

- Ensure that BIC receives information and papers in a timely manner to enable full and proper consideration to be given to issues raised and tabled;
- Prepare the minutes of BIC meetings and record the conclusions of BIC in discharging its duties and responsibilities;
- Circulate the minutes of BIC meetings promptly to all members of the BIC and ensure timely report of BIC meetings is made available to the Board; and
- Ensure that the minutes of BIC meetings are properly kept and produced for inspection if required.

4.0 MEETING GUIDELINES OF BIC

4.1 Quorum

The quorum for the conduct of a meeting of BIC shall be the presence of a minimum of three (3) members.

4.2 Meetings

4.2.1 BIC Shall meet as and when necessary.

4.2.2 BIC may establish its procedures from time to time to govern its meetings, keeping of minutes and its administration.

4.2.3 BIC may request other Directors of JSB, members of Board committees / management, counsel and consultants as applicable to participate in BIC meetings, as necessary, to carry out BIC's responsibilities, provided however, that no Director shall be entitled to vote at such meetings or be counted as part of the quorum for any meeting of BIC unless he or she is a member of the BIC.

4.2.4 A member of the BIC shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him. Where this causes a lack of quorum, the matter shall be referred to the Board for determination and/or direction.

4.2.5 A member of BIC may participate in a meeting of BIC by means of a telephone conference or video conference or any other means of audio-visual 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.

4.2.6 The notice and agenda for each BIC meeting shall unless otherwise agreed to by the members, be circulated at least three (3) days to all members of BIC and any other persons who may be required to attend.

4.2.7 Any resolution of a meeting of BIC shall be carried only if there is a unanimous vote of the members present and meeting the quorum of the meeting. In the absence of a unanimous vote on any matter presented before the meeting, the matter shall be so adjourned to the next meeting of BIC or escalated to the Board of JSB as determined by the Chairman. For the avoidance of doubt, any matter so adjourned to the next meeting of BIC shall still be subjected to the requirement for the unanimity of votes as provided herein.

4.2.8 The Chairman of BIC shall report to the Board of JSB on any matters that require Board's attention and provide recommendations of BIC that require the Board's approval at the Board meeting.

4.2.9 Notwithstanding any provision of this Terms of Reference, the Chairman shall have the authority to refer any matter presented before BIC to the Board for deliberation and/or decision if the Chairman is of the opinion that the Board is a better forum to address and determine such matter.

5.0 ROLES OF BIC

The roles of the BIC are as follows:

5.1 To discuss and evaluate all business investments proposals valued more than RM1.0 million and if deemed appropriate, to propose to the Board for approval.

5.2 To discuss and evaluate all business divestments proposals valued more than RM1.0 million and if deemed appropriate, to propose to the Board for approval.

5.3 In carrying out its responsibilities, BIC's policies and procedures shall remain flexible to changes in circumstances and conditions that are in compliance with legal and regulatory requirements.

5.4 BIC shall also consider other matters as prescribed to BIC by the Board.

6.0 POWERS AND AUTHORITY OF BIC

In carrying out its duties and responsibilities, BIC shall have the following powers and authority, in accordance with the procedures to be determined by the Board:

6.1 Access to resources required to perform its duties;

6.2 Unrestricted access to any information, records, properties and personnel of JSB and of any other companies within the JSB Group;

6.3 To appoint external counsels or other advisers and approve the terms and condition of the appointment and obtain independent professional or other advices and services and to invite outsiders with relevant experience to attend BIC's meetings (if required) and to brief BIC thereof if BIC considers this as necessary; and

6.4 Access to the advices and services of Company Secretary of JSB.

DATED 22 FEBRUARY 2023
