



TH PLANTATIONS BERHAD
(Registration No. 197201001069 (12696-M))

**TERMS OF REFERENCE OF
BOARD INVESTMENT COMMITTEE**

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TABLE OF CONTENT

<u>No.</u>	<u>Subject</u>	<u>Page No.</u>
1.	Introduction	2
2.	Composition and Membership	3
3.	Quorum	3
4.	Secretary	3
5.	Meeting and Minutes	
	5.1 Frequency and Attendance	4
	5.2 Notice and Agenda	4
	5.3 Mode of Meeting	4
	5.4 Voting	5
	5.5 Minutes of Meetings	5
6.	Functions and Responsibilities	5 - 6
7.	Limits of Authority	6
8.	Confidentiality	6
9.	Review of Terms of Reference	7



1. **INTRODUCTION**

The Committee has been established on 3 August 2012 as an Investment, Risk & Compliance Committee.

The name of the Committee has been changed to Investment Committee on 22 November 2017 and to Board Investment Committee ("BIC") on 29 May 2023.

This Board Investment Committee's Term of Reference ("BIC TOR") sets out the requirements of the Board of Directors of TH Plantations Berhad ("Board") for the establishment of the BIC.

Unless otherwise stated, the following definitions apply throughout this BIC TOR:

Board	:	refers to the Board of Directors of THP
CEO	:	Chief Executive Officer of THP
Group or THP Group	:	refers to THP and its subsidiaries
Management	:	refers to the Management of THP
BIC or the Committee	:	refers to the Board Investment Committee
THP or the Company	:	refers to TH Plantations Berhad

This BIC TOR has been approved by the THP Board and is made available on the Company's corporate website.



2. COMPOSITION AND MEMBERSHIP

- 2.1 The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of at least three (3) members as follows:
- A Chairman who must be an Independent Non-Executive Director; and
 - At least two (2) members (one (1) member must be a Non-Independent Non-Executive Director of THP representing Lembaga Tabung Haji)
- 2.2 The members of the Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are Independent Directors.
- 2.3 No Alternate Director shall be appointed as a member of the Committee and the Chairman of the Board shall not be a member or Chairman of the BIC.
- 2.4 All members of the Committee will hold office so long they serve as Directors of THP.

3. QUORUM

To form a quorum for the BIC meeting, 50% of the members but not less than two (2) members of the Committee must be present at the meeting with the majority of the members attending must be Independent Non-Executive Directors.

A member of the Committee, who is a Non-Independent Non-Executive Director of THP representing Lembaga Tabung Haji must be present at all of the BIC meetings.

4. SECRETARY

The Company Secretary of THP shall act as the Secretary of the Committee.



5. MEETINGS AND MINUTES

5.1 Frequency and Attendance

5.1.1 The Committee shall meet as the Chairman of the Committee deems necessary or otherwise directed by the Board.

5.1.2 In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

5.1.3 The CEO of THP shall be a permanent invitee to the BIC meetings. Other Directors of the Board, other Management of the Company, external parties and/or any party may be invited to attend the BIC meetings as the Chairman and/or members of the BIC think fit.

5.2 Notice and Agenda

5.2.1 The Secretary of the Committee shall issue and circulate the notice of the BIC meeting confirming the venue, time and date to the BIC members at least five (5) days before each meeting of the Committee.

5.2.2 The Secretary of the Committee, with the concurrence of the Chairman, shall draw up and circulate to the BIC members the meeting agenda including relevant meeting papers at least five (5) days before the meeting.

5.3 Mode of Meeting

The BIC meetings shall normally be conducted in a face-to-face manner to enable effective discussion. However, the BIC meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the Committee.



5.4 Voting

5.4.1 All resolutions of the Committee shall be adopted by a simple majority vote with each member having one vote.

5.4.2 In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

5.5 Minutes of Meetings

5.5.1 The Secretary of the Committee shall record the proceedings of the BIC meetings.

5.5.2 The decisions and conclusions of the BIC meetings shall be minuted in a clear, accurate (reflect the deliberations and decisions including any dissenting views), consistent and complete.

5.5.3 Minutes of each meeting shall be distributed to the BIC members and shall be confirmed at the next succeeding meeting.

5.5.4 Minutes of the BIC duly signed by the Chairman of BIC shall be entered into the Minutes Book kept by the Company Secretary at the registered office.

6. FUNCTION AND RESPONSIBILITY

6.1 To review and recommend to the Board on all matters related to the existing and potential investments and divestments of the Company and the THP Group.

6.2 To review and recommend to the Board, the specific initiatives, projects and potential investments proposed by the Management including, inter alia, any corporate exercises, change of business model, restructuring plans, major capital expenditure, funding requirements including Sukuk, replanting program, diversifying the Company's business including any downstream activities and the salient terms of agreements of the proposed acquisitions and/or disposals.



- 6.3 To review and recommend to the Board the policies and practices on investments for surplus funds and assets allocation including fixed deposits.
- 6.4 To provide guidance for the CEO and the Management to prepare and recommend a strategy for the business based on teamwork through the formal hierarchy of the Management.
- 6.5 To provide guidance on the strategy of the business related to growth as well as investments related to human capital.
- 6.6 To ensure that all investment and divestment proposals are prepared by applying steps and processes to be specified by the Committee with timely presentations to the Board.
- 6.7 To appoint members for specific proposals or purposes who are likely to be from among the Management. If required, the Committee may decide on a closer study of the progress of each project through visits by the members or by the auditors.
- 6.8 To undertake any such other functions as may be determined by the Board from time to time.
- 6.9 Any proposals recommended by the BIC shall be tabled and deliberated at the relevant Board Committees, if necessary, prior to seeking approval of the Board.

7. LIMITS OF AUTHORITY

Deleted.

8. CONFIDENTIALITY

All members of the BIC shall safeguard all internal communications and treat them as strictly private and confidential of THP and for the use of the Committee members only.



9. REVIEW OF TERMS OF REFERENCE

The BIC TOR shall be reviewed periodically, as and when required, or at least once every two (2) years. All amendments to the BIC TOR must be approved by the Board.

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