

Terms of Reference of the Investment Committee

The terms of reference of the Investment Committee are as follows:

- (i). formulate strategic investment decisions and the expenditures to be involved.
- (ii). review every investment and divestment transaction, including the terms of such transaction, with respect to the underlying assets or projects of the InvIT and the SPVs including any further investment or divestment.
- (iii). The Committee shall consider and require completion of all necessary due diligences, including legal and financial, before taking any decision as authorised in point (ii) above.
- (iv). review any transactions that are proposed to be entered into by the InvIT that have a potential for a conflict-of-interest in the assessment by the members of the Committee/ Board/ Sponsor/ Shrem Group and refer to the Board for a final resolution thereof.
- (v). evaluate, review and approve all non-binding offers and approve the due diligence and transaction budget for the various Mergers and Amalgamations/ Takeover/Acquisitions opportunities.
- (vi). evaluate, review and recommend to the Board the various Mergers and Amalgamations/ Takeover/Acquisitions opportunities.
- (vii). review periodically the portfolio investments and monitor the assets of SPVs.
- (viii). receive reports from the valuers with respect to valuation of any assets or projects of the InvIT.
- (ix). identify insurance agencies for entering into contract to secure the underlying assets and projects from any financial losses.
- (x). review the long-term and short-term investment plans to achieve the objectives of the InvIT and the SPVs.
- (xi). making decisions for fund raising by way of preferential issue, qualified institutions placement, debt issue, rights issue, further public offer or any other method and for determination of issue price.
- (xii). invite an expert to advise the committee on technical matters and to carry out its duties, if necessary.
- (xiii). consider any other additional matters, as may be delegated by the Board;
- (xiv). delegate to the officials such powers of the Committee as may be deemed fit by the Committee.