



Investment Committee Charter

TQR Public Company Limited

Investment Committee Charter

1. Objective

The Investment Committee serves as a sub-committee of the Board of Directors, appointed to establish criteria and policies for investment consideration. Once such criteria have been fully defined, the Investment Committee shall oversee and supervise investment management to ensure alignment with the Company's investment policy framework and strategic objectives.

2. Composition and Appointment of the Investment Committee

- 2.1 The Investment Committee shall consist of individuals possessing the qualifications and experience as determined by the Board of Directors, and whose appointments have been approved by a resolution of the Board of Directors.
- 2.2 The Chairman of the Investment Committee shall be appointed by the Board of Directors.
- 2.3 The Investment Committee shall appoint a Secretary to the Investment Committee.

3. Qualifications of the Investment Committee

- 3.1 Members of the Investment Committee must possess knowledge and understanding of the Company's business, and have the competence, expertise, and experience in investment management, risk management, or securities analysis.
- 3.2 Members of the Investment Committee must meet the required qualifications and must not have any prohibited characteristics as prescribed by the laws governing public limited companies, securities and exchange, non-life insurance, notifications of the Office of Insurance Commission (OIC), and other applicable laws.
- 3.3 Members of the Investment Committee must be able to devote sufficient time to perform their duties effectively in order to achieve the Company's objectives.

4. Term of Office

- 4.1 Members of the Investment Committee shall serve a term of three years. In cases where a director of the Company is appointed as a member of the Investment Committee, such term shall be aligned with the director's term of office. Upon expiration of the term, a member may be reappointed.
- 4.2 In addition to vacating office upon the expiration of the term as stated above, a member of the Investment Committee shall vacate office upon the occurrence of any of the following events:
 - (a) Death
 - (b) Resignation

(c) Loss of qualifications as specified in this Charter

(d) In the case where the member is also a director of the Company and subsequently loses the qualifications required to be a director, or possesses any prohibited characteristics under the laws governing public limited companies, securities and exchange, non-life insurance, relevant notifications of the Securities and Exchange Commission, or the Office of Insurance Commission (OIC), including any characteristics indicating a lack of suitability to manage a company with public shareholders

(e) Removal by a resolution of the Board of Directors, whereby such resolution must be supported by no less than three-fourths (3/4) of the directors present and eligible to vote

(f) In the case where the member is also a director of the Company and is removed by a shareholders' resolution, which must be supported by no less than three-fourths (3/4) of the shareholders present and eligible to vote, representing at least one-half of the total shares held by the shareholders attending the meeting and entitled to vote

(g) Removal by a court order from the position of director

4.3 Any member wishing to resign shall submit a written resignation to the Company. The resignation shall be effective from the date the resignation letter is received by the Company or from the effective date specified in the resignation letter, whichever is later. In the event that the Chairman of the Investment Committee resigns or vacates office for any reason prior to the expiration of the term, the Board of Directors shall appoint a qualified replacement Chairman after appointing a new member who meets all required qualifications and is free from any prohibited characteristics under applicable laws.

5. Authority, Duties, and Responsibilities

The Investment Committee shall establish clear objectives and assume responsibilities relating to investment operations, management, policy formulation, and operational guidelines as follows:

5.1 Consider and formulate the Company's annual investment policy, criteria, and investment plan for submission to the Board of Directors for approval.

5.2 Approve policies and operational guidelines to supervise and control investments within the Company's investment portfolio, ensuring compliance with applicable rules, regulations, requirements, and the Company's established policies.

5.3 Review and approve investment transactions undertaken on behalf of the Company.

5.4 Monitor, supervise, and oversee investment management to ensure alignment with the approved investment policy framework and the Company's strategic objectives.

5.5 Review and approve actions to ensure compliance with rules and performance standards used to measure investment outcomes. The Company may adopt tools or systems capable of tracking investment activities and evaluating the performance of its investment portfolio.

- 5.6 Perform any other duties related to investment activities, investment policies, or other matters as assigned by the Board of Directors from time to time.
- 5.7 Report the Company's investment performance to the Board of Directors.

6. Meetings and Resolutions

- 6.1 A quorum for an Investment Committee meeting shall require the presence of not less than one-half of the total number of Investment Committee members.
- 6.2 In the absence of the Chairman of the Investment Committee, or if the Chairman is unable to perform his or her duties, the members present shall elect one member to serve as the chairperson of the meeting.
- 6.3 The Investment Committee shall convene at least two meetings per year.
- 6.4 All actions of the Investment Committee must be approved by a majority vote of the members present at a duly constituted meeting. Voting shall be valid only when a quorum is present.
- 6.5 Each Investment Committee member shall have one vote. A member who has a vested interest in any matter under consideration shall not be entitled to vote on that matter. In the event of a tie, the chairperson of the meeting shall have a casting vote.
- 6.6 Meetings of the Investment Committee may be conducted via electronic means in accordance with the laws governing electronic meetings. The Company's head office shall be deemed the meeting venue.
- 6.7 The Chairman of the Investment Committee and/or a person designated by the Chairman shall report the results of each meeting to the Board of Directors for acknowledgment.
- 6.8 The Investment Committee shall have the authority to review the Company's accounts, financial statements, or any records deemed relevant to the fulfillment of its duties. The Committee may also request that the Company's officers or employees attend meetings to provide financial and/or operational information within the Committee's scope of responsibility, unless otherwise determined by the Board of Directors.

7. Performance Evaluation and Reporting

- 7.1 The Investment Committee shall conduct an annual performance evaluation to assess whether its operations remain appropriate and aligned with its established scope of responsibilities.
- 7.2 A summary of the Committee's performance results shall be disclosed in the Company's annual report.

8. Charter Review and Amendment

The Investment Committee shall review this Charter annually and propose any amendments as deemed appropriate for the Board of Directors' consideration and approval.

This Charter is reviewed and will be effective from January 28, 2025. onwards.

Note: Approved by the resolution of the Board of Directors' Meeting No. 1/2025 convened on January 28, 2025.