



## **Shenghui Cleanness Group Holdings Limited**

### **升輝清潔集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2521)**

## **TERMS OF REFERENCE FOR THE INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS (The “Committee”)**

The Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of the Company at its meeting held on 14 November 2023.

### **MEMBERSHIP**

1. The Committee is appointed by the Board of Shenghui Cleanness Group Holdings Limited (the “**Company**”). The Committee shall consist of at least two members and the executive directors will not be members of the Committee.
2. The Board shall appoint one of the members as the Chairman of the Committee who shall be an independent non-executive director of the Company.
3. The company secretary of the Company shall act as the secretary of the Committee (the “**Secretary**”). In the absence of the Secretary, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

### **FREQUENCY AND PROCEEDINGS OF MEETINGS**

4. The Committee shall meet at least twice every year. Additional meetings shall be held as the work of the Committee demands.
5. The quorum of a meeting shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
6. Minutes of the Committee meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and records, within a reasonable time after the meeting.

## **AUTHORITY**

7. The Committee may exercise the following powers:
- (a) to seek any information, it requires from any employees of the Company and its subsidiaries and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
  - (b) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference as it considers to be necessary to help it fulfill its duties;
  - (c) to have access to sufficient resources in order to perform its duties;
  - (d) to review annually these terms of reference and their effectiveness in the perform of its duties and to make recommendation to the Board any changes it considers necessary; and
  - (e) to exercise such powers as the Committee may consider necessary and expedient for the proper performance of their duties under section 8 below.

## **DUTIES**

8. The Committee shall be responsible for the regular review of the Investment Management Policy. The responsibilities of the Committee include:
- (a) reviewing and evaluating the performance of the Company and its subsidiaries (collectively, the "**Group**") past investment projects and making recommendations to the directors;
  - (b) monitoring and prohibiting the Group from participating in short-term securities transactions, including stocks, bonds, options, futures, derivatives etc, except commercial mergers or acquisition and equity investment;
  - (c) monitoring and prohibiting the Group from the use of margin financing;
  - (d) researching and reviewing the Group's future development investment projects (including mergers and acquisitions, joint ventures, equity investments, etc.), ensuring that the Group can only invest in business related to its principal business and make recommendations to the directors;
  - (e) implementing investment decision-making procedures within the scope of the authority of the directors, and supervising the implementation of the investment decision-making procedures;

- (f) understanding and reviewing the policies related to the Group's development, and reporting to the directors on matters that may have a significant impact on the Group's development and providing comments and suggestions; and
- (g) handling other matters authorised by the directors.

## **REPORTING PROCEDURES**

- 9. The Committee shall report to the Board on a regular basis on its decisions or recommendations and any matters within its terms of reference, unless there are legal or regulatory restrictions on its ability to do so.

## **POWERS OF THE BOARD**

- 10. The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

Adopted on 14 November 2023