

**RENZE HARVEST INTERNATIONAL LIMITED**  
**中澤豐國際有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 01282)  
(the “**Company**”)

**TERMS OF REFERENCE**  
**OF**  
**INVESTMENT COMMITTEE**  
(the “**Committee**”)

*(adopted pursuant to directors’ resolutions dated 26 August 2016 and  
updated in August 2019, June 2020 and July 2023)*

**1. Membership**

- 1.1 The Committee shall consist of not less than two members (the “**Members**”) appointed by the board of directors of the Company (the “**Board**”).
- 1.2 The chairman and members of the Committee shall be appointed by the Board.
- 1.3 The Members shall not have personal financial interests (other than being a shareholder of the Company) when approving resolutions. If the conflicts of interest arise from cross-directorships, the Members shall not vote on that resolutions.
- 1.4 The term of membership shall be one year from the date of appointment, subject to renewal and shall be governed by the provisions of the Articles of Association of the Company.
- 1.5 The appointment of the Members shall be revoked and new appointment shall be made in place by resolutions passed by the Board.
- 1.6 No alternate Member can be appointed.
- 1.7 The company secretary of the Company shall act as the secretary of the Committee.

**2. Frequency and proceedings of meetings**

- 2.1 The Committee shall convene meetings when required. The Committee shall issue notice to the Members.
- 2.2 The quorum of a meeting shall be two Members.
- 2.3 The resolutions requiring approval from the Committee shall be voted by the Members attending the meeting. In case of an equality of votes, the resolutions shall be submitted to the Board for its approval.

2.4 Unless otherwise stated, proceedings of meetings of the Committee shall be governed by the provisions of Articles of Association of the Company.

### **3. Notice of Meetings**

3.1 Notice of any meeting has to be given at least three business days (according to the definition of business day in the laws of Hong Kong) prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by such Member. Notice of any adjourned meeting is not required if such adjournment is less than 14 days.

### **4. Committee Resolutions**

4.1 Resolutions in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may contain in one document or in several documents in like form each signed by one or more of the Members. Such resolutions may be signed by way of facsimile and other forms of electronic communication. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for a Committee meeting to be held.

### **5. Authority**

5.1 The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference and all employees are directed to cooperate as requested by Members of the Committee.

5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice if deemed required and to invite the attendance of outsiders with relevant experience and expertise if it considers necessary.

5.3 The Committee should be provided with sufficient resources to perform its duties.

### **6. Duties, Powers and Functions**

6.1 All proposals (the “**Proposals**”) in relation to investment, fundraising, acquisition and disposal (collectively the “**Transactions**”) of the Company, its subsidiaries and its invested entities shall be made by its board of directors.

- 6.2 The Company, its subsidiaries and its invested entities shall submit the Proposals to the chief financial officer and company secretary of the Company for preparing a size test for the same:
- (i) The Company shall not convene any Board meeting if the Transactions (including connected transactions) do not require disclosure. The Board shall authorize the Committee to approve the Transactions and report the results to the Board on a half-yearly basis. The Company, its subsidiaries and its invested entities shall execute the Transactions thereafter;
  - (ii) If the Transactions fall into the categories as stipulated in Chapter 14 of Listing Rules, namely (i) discloseable transaction, (ii) major transaction-disposal, (iii) major transaction-acquisition, (iv) very substantial disposal and (v) very substantial acquisition, the Company shall submit the Proposals to the Board for its consideration and approval. The Company, its subsidiaries and its invested entities shall only execute the Transactions upon approval from the Board; or
  - (iii) If the Transactions fall into connected transactions as stipulated in Chapter 14A of Listing Rules and are discloseable, the Company shall submit the Proposals to the Board for its consideration and approval. The Company, its subsidiaries and its invested entities shall only execute the Transactions upon approval from the Board.
- 6.3 The Committee shall conduct due diligence (including but not limited to legal, financial, operational and finance), analysis and make recommendations to the Proposals.
- 6.4 The Committee shall assist the Board in reviewing the Proposals and whether the executions of such Transactions are in compliance with decision of the Board from time to time or the requirements, guidelines, and regulations stipulated in the Articles of Association of the Company or the Listing Rules or applicable law.

## **7. Reporting Procedures**

- 7.1 The Committee shall submit to the Board a detailed report of its decisions and recommendations every six months and a summary report three months after the submission of each detailed report.
- 7.2 The secretary of the Committee shall retain the complete minutes of the Committee. The draft and engrossed minutes and resolutions shall be submitted to the Members within a reasonable time after the meeting for their comments. The Committee shall circulate to the Members all minutes and resolutions to keep them informed of the Committee's activities, decisions and recommendations.

7.3 The chairman of the Committee shall report the decisions and recommendations of the Committee to the Board in the next board meeting after the Committee meeting.

7.4 The minutes of the Committee shall be approved by the Committee prior to the submission of the same to the Board.

**8. Availability and update of the terms of reference**

8.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.

8.2 The Board may, subject to compliance with the Articles of Association of the Company and 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 to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act or resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

July 2023