

**RENZE HARVEST INTERNATIONAL LIMITED**  
**中澤豐國際有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 1282)  
(the “**Company**”)

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

*(adopted pursuant to directors’ resolutions dated 28 March 2012 and updated in August 2015, November 2015, May 2019 and July 2023)*

**Membership**

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “**Board**”).
2. The chairman of the Committee shall be appointed by the Board.
3. The term of membership will 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.
4. The appointment of the members of the Committee maybe revoked, and new appointment be made in place by resolutions passed by the Board and by the Committee.
5. No alternate Committee member can be appointed.
6. The company secretary of the Company or his/her nominee shall act as the secretary of the Committee.

**Frequency and proceedings of meetings**

7. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.
8. In addition, the chairman of the Committee may convene additional meetings at his discretion.
9. The quorum of a meeting shall be two members of the Committee.
10. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

## **Notice of Meetings**

11. Notice of meetings shall be given to all members of the Committee at least seven days before the meeting.

## **Committee's Resolutions**

12. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. 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 Board or Committee meeting to be held.

## **Authority**

13. 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.
14. 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.
15. The Committee should be provided with sufficient resources to perform its duties.

## **Duties, powers and functions**

16. The Committee shall -
  - (a) Consider and approve the Company's major business decisions as appropriate;
  - (b) Study and propose long-term development plan of the Company;
  - (c) Make recommendations on any possible significant investment project beneficial to the Company's business;
  - (d) Review the feasibility reports on significant business investment project prepared or presented by the Company;
  - (e) Investigate, analyze, and propose relevant business strategies and execution of business investment projects; and

- (f) Assist the Company to review the Company's business investment projects and the implementation of them, focusing on whether they are in compliance with the decisions of the board of directors from time to time or requirements, guidelines, and regulations stated in the Articles of Association or the Listing Rules or applicable laws.

### **Reporting Procedures**

- 17. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.
- 18. The secretary of the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on a regular basis. The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meeting held during that financial year.

### **Availability and update of the terms of reference**

- 19. 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. These terms of reference shall be made available to the public by including the information on the Company's website.
- 20. 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.