



# 新華聯合投資有限公司

CHINA UNITED VENTURE INVESTMENT LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8159)**

**(the “Company”)**

## **Terms of Reference for the Executive Committee**

The board (the “**Board**”) of directors (“**Directors**”) of China United Venture Investment Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has established an executive committee (the “**Committee**”) and approved and adopted these terms of reference pursuant to a resolution passed by the Board with effect from 28 March 2024. Amendment to these terms of reference were approved and adopted pursuant to a resolution passed by the Board with effect from 28 March 2024.

All of the Committee’s duties, responsibilities and authorities, being delegated by the Board, have been specified below, of which such delegation is, at any time and event, amendable and/or revocable by the Board’s further resolution.

### **1. Membership and quorum**

- 1.1 The members of the Committee shall be appointed by the Board amongst members of the Board and shall consist of not less than three members and one-third of which shall be independent non-executive director(s) of the Company.
- 1.2 An appointment of a member shall be automatically revoked if such member ceases to be a member of the Board.
- 1.3 The quorum for meetings of the Committee shall be any two members including at least one of them being an independent non-executive Director.

### **2. Chairman**

- 2.1 The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board. In the absence of the Chairman at any meeting of the Committee, the remaining members shall elect any other member of the Committee to be the chairman of the meeting.
- 2.2 The Chairman shall report to the Board about the Committee’s works on a regular basis.

### 3. Duties, Responsibilities and Authorities

The Committee shall perform the following duties, responsibilities and authorities:

#### 3.1 Duties

- 3.1.1. to receive/review proposals relating to the appointment and removal of senior staff of the business segment of the Group (the “**operating management**”) (other than the Directors);
- 3.1.2. to review annual budgets or budgets for such longer period (as appropriate) prepared by relevant departments and propose agreed budgets to the Board or its appointed committee (Strategy and Development Committee) for approval and to report material discrepancies from budgets which are responsible by the operating management to the Board;
- 3.1.3. to approve any changes to the scope of authority delegated by and on behalf of the Board to the operating management and the functional department heads of the Company (the “**corporate management**”);
- 3.1.4. to approve, ratify and confirm on behalf of the Board any excess in authority delegated to the corporate management and the operating management;
- 3.1.5. to implement salaries and remuneration policies approved by the Board and the remuneration committee respectively in relation to staff and officers of the Group (other than the Directors and senior management of the Company) and implement annual or long-term incentive schemes (including but not limited to share option scheme) approved by the Board and/or shareholders of the Company (where required);
- 3.1.6. to monitor the execution of the Company’s strategic plans and the operations of all business segments of the Group;
- 3.1.7. to discuss and make decisions on matters relating to the management and operations of the Company;
- 3.1.8. to review and approve the following matters about financial control:– (i) bank borrowings or facilities, guarantees, indemnities and/or comfort letters granted to banks; (ii) financial instruments issued by the Group; (iii) the grant of loan or other financial assistance to subsidiaries, associates and/or joint ventures; and (iv) authorised bank signatories, bank mandates and payment processes to bank and related changes, and if such matters require publication of an announcement pursuant to the Rules Governing the Listing of Securities (“**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), they shall be recommended to the Board for review and approval;

3.1.9. to review and/or approve the following matters about business and/or operational transactions, dealings and payments to/with external parties (“**transactions**”):-

- (a) Transactions
- (b) Policy to approve transactions
- (c) Working Guidelines on handling transactions
- (d) Approval authority for the transaction amount
- (e) Signature authority for transaction
- (f) Categories for transactions subject to and exempt from the Committee’s approval
- (g) Vendor and Supplier list

If any transaction is of investment and/or strategic nature, regardless of the transaction amount, the review and/or approval duties, responsibilities and authorities shall be delegated to the Strategy and Development Committee.

If any transaction concerns disclosure obligations and compliance matters under the GEM Listing Rules, the approval duties, responsibilities and authorities shall be remitted to the Board.

To implement from time to time internal policies regarding handling and approval for the above matters including but not limited to determining a transaction value under which can be delegated to the finance department and a transaction value over which must be reviewed and approved by the Committee and signed by a designated Director/senior staff or delegated to the Strategy and Development Committee.

Where any relevant percentage ratio of a transaction of capital nature exceeds 5%, the approval duties, responsibilities and authorities shall be remitted to the Board.

3.1.10. to exercise the functions and duties on behalf of the Board between regular Board meetings;

3.1.11. to establish and authorise committees to deal with daily business operations or ad-hoc projects if it considered to be appropriate;

3.1.12. to undertake any other administrative and management duties as authorised by the Board from time to time; and

3.1.13. to perform any other matters as may from time to time be delegated to it or determined by the Board.

### **3.2 Responsibilities**

- 3.2.1. to ensure effective operation throughout the operating management and corporate management.
- 3.2.2. to ensure the transactions to be dealt by the Group are in compliance with the respective laws, rules and regulations including but not limited to the GEM Listing Rules.

### **3.3 Authority**

The Committee shall be entitled:–

- 3.3.1 to investigate and undertake any activity within these terms of reference;
- 3.3.2 to seek any information it requires from any management, officer or employee of the Group in order to perform its duties; and
- 3.3.3 to seek external legal or other independent professional advice, at the Company's expense, to ensure support that may be necessary in the performance of its duties and such advisers may attend meetings as necessary.

## **4. Secretary**

- 4.1 The company secretary of the Company (the “**Company Secretary**”) and/or a representative from the Office of the Board, Legal and Compliance Department of the Company shall be the secretary of the Committee and shall assist the Committee in discharging its duties under these terms of reference.

## **5. Meetings**

- 5.1 The Committee shall meet twice a quarter, or as and when required. A meeting of the Committee may be convened by any of its members, or by the secretary of the Committee at the request of any of its members.
- 5.2 The Committee may invite any management, officer or employee of the Group and/or external professional advisers to attend all or part of the proceedings of any meetings as considered appropriate (including participation in any discussion and make recommendations at such meetings) but only members of the Committee can vote at the meetings.

- 5.3 A duly convened meeting of the Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present throughout the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.4 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Committee members present. A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 5.5 In the case of equality of votes, the Chairman or the chairman of a meeting of the Committee shall have a second or casting vote.
- 5.6 Reasonable notice shall be given of the meetings, and such notice shall be sent to each member of the Committee and to any other person invited to attend.
- 5.7 So far as practicable, an agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate before the date of the meeting.
- 5.8 Meetings of the Committee may be held by means of physical meetings, conference telephone, electronic or other electronic means of communication.
- 5.9 Members of the Committee, senior management and other officers designated by the Committee shall attend meetings of the Committee. The chief financial officer/financial controller and chief operation officer shall normally attend meetings of the Committee.

## **6. Documentation of Meetings**

- 6.1 The secretary of the Committee in attendance at the meetings of the Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings.
- 6.2 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she or any of his/her associates (as defined in the GEM Listing Rules) has a material interest unless otherwise expressly permitted in the bye-laws of the Company.
- 6.3 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting.
- 6.4 Minutes of the Committee shall be kept by the secretary of the Committee and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

**7. Application of the bye-laws of the Company for governing meetings and proceedings of the Committee**

7.1 Unless otherwise specified in these terms of reference, the provisions contained in the Company's bye-laws for regulating meetings and proceedings of the Directors shall apply to the meetings and proceedings of the Committee so far as the same is applicable.

**8. Reporting Responsibilities**

8.1 The Committee shall report to the Board on a regular basis. The chairman of the Committee shall report to the Board on the findings and recommendations of the Committee at the next regular Board meeting following a Committee's meeting.

**9. Publication of the terms of reference of the Committee**

9.1 The Committee shall make available these terms of reference by posting them on the websites of the Company and the Stock Exchange, and will be made available on request.

The Chinese version of these terms of reference is for reference only. In case of discrepancies or inconsistency between the English and Chinese versions, the English version shall prevail.