



**CHINA TIANBAO GROUP DEVELOPMENT COMPANY LIMITED**  
**中國天保集團發展有限公司**

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

**(Stock Code: 1427)**

**INVESTMENT DECISION COMMITTEE – TERMS OF REFERENCE**

The board of directors (the “**Board**”) of China Tianbao Group Development Company Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) has resolved to establish a committee of the Board known as the Investment Decision Committee (the “**Investment Decision Committee**”) on January 22, 2021 with its constitution and particular duties set out below:

**1. PURPOSE**

The purpose of the Investment Decision Committee is to regulate the Company’s investment decision-making procedures, effectively control the investment risks, enhance the efficiency in decision-making of material investment and quality of decisions, and carry out researches and make recommendations concerning the Company’s material investment decision.

**2. MEMBERSHIP**

- 2.1 The members of the Investment Decision Committee shall be appointed by the Board from amongst the directors of the Company and the management of the Group. The Investment Decision Committee shall consist of not less than five members, and at least one of whom shall be an independent non-executive director.
- 2.2 The chairman of the Investment Decision Committee shall be the chairman of the Board of the Company.
- 2.3 The term of each appointment to the members of Investment Decision Committee shall be one year and shall end upon expiry of his/her term of office as a director. Retired members of the Investment Decision Committee are eligible for re-election.
- 2.4 If the number of members of the Investment Decision Committee falls below the required number, the Board shall immediately appoint members to fill the vacancy.

### **3. SECRETARY OF INVESTMENT DECISION COMMITTEE**

3.1 The secretary of the Investment Decision Committee shall be the company secretary of the Company.

### **4. MEETINGS**

4.1 Meetings may be convened by the chairman of the Investment Decision Committee from time to time based on the needs of the Company's investment projects.

4.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Investment Decision Committee, and to any other person required to attend in relation to all meetings of the Investment Decision Committee, at least three days before the date of the meeting; and in relation to adjournment held within three days, no prior notice is required. Notwithstanding the notification period, the attendance of a member of the Investment Decision Committee at the meeting would deem to be treated as waiver of the required notification requirement.

4.3 The quorum of Investment Decision Committee meetings shall be five members, and two of them shall be the chairman of the Investment Decision Committee and an independent non-executive director.

4.4 The members of the Investment Decision Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

4.5 Resolutions of the Investment Decision Committee shall be passed, in the case of a meeting, with over two thirds of votes.

4.6 If proposed by the chairman of the Investment Decision Committee, a meeting of the Investment Decision Committee may be convened by way of written resolution. Resolutions signed by all members of the Investment Decision Committee will be treated valid as if they are passed in the meeting held by the Investment Decision Committee.

4.7 Minutes of the Investment Decision Committee meetings shall be kept by the secretary of the Investment Decision Committee and shall be available for inspection by any member of the Investment Decision Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Investment Decision Committee meetings shall be sent to all Investment Decision Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the proposals of the Investment Decision Committee shall be submitted to the Board for its consideration and approval. The secretary of the Investment Decision Committee shall send all the cases, materials and information considered and discussed by the Investment Decision Committee in the forms of report, suggestion or summary to all members of the Board for the study and decision-making by the Board, together with the minutes of the Investment Decision Committee to the Board as reference.

- 4.8 Minutes of meetings of the Investment Decision Committee shall record in sufficient details the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the members of the Investment Decision Committee.

## **5. ATTENDANCE OF MEETINGS**

- 5.1 The Investment Decision Committee may invite such persons as it thinks fit to attend all or any of the meetings.
- 5.2 Only the Investment Decision Committee members shall have the voting powers.
- 5.3 The chairman of the Investment Decision Committee shall have the final veto power.

## **6. DUTIES AND RESPONSIBILITIES**

- 6.1 The Investment Decision Committee shall be accountable to the Board. The duties and responsibilities of the Investment Decision Committee shall be:
- (a) to supervise the performance of the previous investment projects of the Company;
  - (b) to assess and supervise the proposed investment projects of the Company and make recommendations on risk prevention of such projects;
  - (c) to study and review the investment projects for future development of the Company and make recommendations to the Board in this regard;
  - (d) to report formally to the Board on matters discussed at the meeting and the results after each meeting; and
  - (e) other matters as authorised by the Board.
- 6.2 The chairman of the Investment Decision Committee or (if he/she is absent) another member of the Investment Decision Committee must attend the Company's annual general meeting and respond to shareholders' questions on the activities of the Investment Decision Committee and their responsibilities.

## **7. TERMS OF REFERENCE OF INVESTMENT DECISION COMMITTEE**

- 7.1 These terms of reference shall be updated and revised by the Board as and when necessary in light of changes in circumstances and changes in regulatory requirements (including the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).
- 7.2 The Investment Decision Committee shall publish these terms of reference on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chinatbjt.com](http://www.chinatbjt.com)) for public inspection.

## **8. AUTHORITY**

- 8.1 The Investment Decision Committee has the authority to seek any information it deems necessary from senior management of the Company in order to perform its duties.
- 8.2 The Investment Decision Committee has the authority to establish one or more working groups to assist its performance of duties.
- 8.3 The Investment Decision Committee has the authority to obtain external legal or other independent professional advice it deems necessary in connection with its duties at the Company's expense.
- 8.4 The Investment Decision Committee shall have access to sufficient resources in order to perform its duties.

*Note: If there is any inconsistency between the English version and the Chinese version of this document, the English version shall prevail.*

Adopted on January 22, 2021