

**OCI International Holdings Limited**  
**東建國際控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

*(the “Company”)*

**(Stock Code: 329)**

**INVESTMENT COMMITTEE – TERMS OF REFERENCE**

The Company (together with its subsidiaries, the “Group”) has established the Investment Committee (the “Committee”) to effectively implement strategic investments, strengthen core competitiveness, improve strategic management and decision-making process, increase the quality of decision making, enhance the corporate governance structure and improve treasury performance.

**MEMBERSHIP AND QUORUM OF THE COMMITTEE**

1. The Committee shall be composed of directors appointed by the board of directors of the Company (the “Board”) and the members of the Committee shall consist of not less than three directors of the Board.
2. The members of the Committee may consist of not less than one qualified adviser whom shall be appointed by the chairman of the Committee.
3. The chairman of the Committee shall be a director of the Board (the “Director”) and shall be appointed by the Board.
4. The appointment of the members of the Committee may be revoked or replaced and additional members may be appointed to the Committee by separate resolutions passed by the Board and the Committee.
5. The term of each Committee member shall be the same as his/her term as a Director. Subject to the constitutional documents of the Company and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon expiry of his/her term of appointment thereof.
6. A member of the Committee who ceases to be a Director shall immediately and automatically be disqualified as a member of the Committee and the Board shall fill the vacancy according to paragraph 1.

7. Each member of the Committee shall disclose to the Committee:
  - (a) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
  - (b) any actual and/or potential conflict of interest arising from being a director in other companies.

Any such member shall abstain from voting on resolutions of the Committee to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

## **AUTHORITIES**

8. The authorities of the Committee shall be delegated by the Board, and, subject to the applicable laws and regulations, it is the duty of the Committee to report its decisions or recommendations to the Board.

## **DUTIES, POWERS AND FUNCTIONS**

9. The responsibilities and authorities of the Committee shall include such relevant responsibilities and authorities set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time).
10. The duties of the Committee shall include the following:
  - (a) to advise from time to time on the Company’s investment policies;
  - (b) to monitor the Group’s investment activities, and to review the Group’s investments regularly and report the same to the Board;
  - (c) to approve (subject to the scope of investment funds fixed by the Board), review and assess the risks and returns of investment projects;
  - (d) to review and evaluate investment results and to take corrective actions as and when necessary;
  - (e) to consider such other projects and matters relating to the Company’s investments as the Board may require; and
  - (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by laws, rules or regulations.

11. The Committee will strictly abide by the Company's investment policies, as detailed below:

- (a) The Company shall review various investment transactions and projects in accordance with the compliance requirements derived from the results of the percentage ratios referred to in Chapter 14 and Chapter 14A of the Listing Rules. This percentage ratios include (1) Assets Ratio, (2) Profits Ratio, (3) Revenue Ratio, (4) Consideration Ratio and (5) Equity Capital Ratio (as defined below) (collectively, the "Five Ratios").

Assets Ratio: The total asset value involved in the relevant investment transaction, divided by the Company's total asset value (based on the value as at the latest announcement)

Profits Ratio: The profits attributable to the assets involved in the relevant investment transaction, divided by the Company's profits (based on the value as at the latest announcement)

Revenue Ratio: The revenue attributable to the assets involved in the relevant investment transaction, divided by the Company's revenue (based on the value as at the latest announcement)

Consideration Ratio: The consideration involved in the relevant investment transaction, divided by the Company's total market capitalisation. The total market capitalisation is the average closing price of the Company's securities as stated in the Exchange's daily quotations sheets for the five business days preceding the relevant transaction date

Equity Capital Ratio: The number of shares issued by the Company as consideration for the investment transaction, divided by the total number of issued shares of the Company prior to the relevant investment transaction

- (b) As far as the single investment amount is less than 5% of any one of the Five Ratios, it shall be approved by the Committee to be authorized by the Board and reported to the Board for filing.
- (c) As far as the single investment amount reaches or exceeds 5% of any one of the Five Ratios but are all less than 25%, the Committee shall submit the investment plan to the Board for deliberation and approval, and announcement shall be published later on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

- (d) As far as the single investment amount is higher than 25% of any one of the Five Ratios, the transaction will constitute a “significant transaction”, which shall be reviewed and approved by the Board and subject to the notification, publication and shareholders’ approval requirements (where appropriate) under the Listing Rules.
- (e) The single investment amount refers to the total amount of investment made by the Company in a single investment project each time (subject to relevant investment agreements or written documents with the same legal effect). In the event of repeated investments in the same investment project, the provisions of this article shall apply to the single investment amount of such investment project according to the principle of accumulative calculation for twelve consecutive months.
- (f) For connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules, the Committee shall submit the investment plan to the Board for deliberation and approval, and relevant announcement shall be published later on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (g) The Committee has the right to seek assistance from the chief financial officer and the Company Secretary of the Company as and when necessary.

## **INVESTMENT POLICY AND OBJECTIVES**

### **12. General investment philosophy**

The Investment Committee will optimise investment projects based on the following broad objectives:

- to enhance participation in strategic projects that are in line with the Company’s development principles
- to diversify business portfolio
- to add value to the Company’s brand

## **CONSULTATION**

- 13. The Committee shall consult the Board on its recommendations for investments. The Committee may seek independent professional advice at the Company’s expense as it deems necessary in order to fulfil its role.

## **SECRETARY**

14. The Company Secretary of the Company (or his/her delegate(s)) shall be the secretary of the Committee (the “Secretary”).

## **PROCEEDINGS OF THE COMMITTEE MEETINGS**

15. Unless otherwise specified hereunder, the meetings and proceedings of the Committee shall be governed by the provisions of the Articles of Association of the Company (as amended from time to time) for regulating the meetings and proceedings of the Board so far as the same are applicable.
16. Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting, and a majority vote of the members present shall represent an act of the Committee.
17. The quorum of a meeting of the Committee shall be two members of the Committee.
18. Meetings of the Committee shall be convened through the Company Secretary whenever necessary or at the request of any member of the Committee. The Committee shall meet not less than twice a year.
19. The Directors (who are not a member of the Committee), Company Secretary (or his/her delegate(s)), and person(s) invited by members of the Committee may attend meetings of the Committee from time to time if the Committee member considers their presence necessary or appropriate to assist the Committee to perform its duties, notwithstanding that the aforesaid persons shall not have a right to vote at such meeting.
20. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
21. The agenda and relevant papers shall be sent in full to all members of the Committee in a timely manner and, where applicable, to other persons invited to attend the meeting at least three days before the intended date of the meeting (or such other time as agreed by the members of the Committee).
22. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
23. Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all members the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

## **REPORTING MECHANISM**

24. The Secretary shall keep full minutes of all Committee meetings and written resolutions, and make them available for inspection by any member of the Committee or the Board.
25. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee for their comments and records within a reasonable time after the conclusion of the meetings.
26. If any serious problems arise, the Committee shall immediately bring them to the attention of the Board.
27. The Secretary shall circulate the minutes of the Committee meetings and relevant information to all members of the Board.
28. The Committee should 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 to the Board on the findings and recommendations of the Committee.
29. If the Committee makes an investment decision, the Committee is responsible for reporting its decision to the Board immediately.

## **GENERAL**

30. The Committee shall, from time to time, review its own performance, structure and terms of reference to ensure its effective operations, and recommend any changes it considers appropriate to the Board for approval.
31. The terms of reference of the Committee may be amended, supplemented or revoked by the Board from time to time taking into consideration the operations of the Committee, its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time. The Board reserves the right to interpret the terms of reference.

These terms of reference were approved for adoption by the Board on 23 February 2022.