

Kin Shing Holdings Limited

建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

TERMS OF REFERENCE FOR THE INVESTMENT COMMITTEE

(Adopted by the Company on 31 March 2022)

1. CONSTITUTION

1.1 The Investment Committee (the “**Committee**”) is established pursuant to a resolution passed by the board (the “**Board**”) of directors (the “**Directors**”) of Kin Shing Holdings Limited (the “**Company**”) on 31 March 2022.

2. MEMBERSHIP

2.1 The Committee shall consist of at least three members and be appointed and revoked by the Board after considering the recommendations of the Nomination Committee.

2.2 The chairman of the Committee shall be appointed by the Board.

2.3 Each member of the Committee shall disclose to the Committee:

- (a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee;
- (b) any potential conflict of interest arising from a cross-directorship; or
- (c) any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee.

3. SECRETARY

3.1 The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

4. PROCEEDINGS OF THE COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regular meetings and proceedings of Directors shall apply to the meetings and proceedings of the Committee.

4.1 Quorum

- (a) The quorum for meetings of the Committee meeting shall be two members.

4.2 Frequency of meetings

- (a) The Committee shall meet at least four times per year. Additional meetings of the Committee may be held as and when required.

4.3 Attendance at meetings

- (a) 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.
- (b) The other Directors, Company Secretary (or his/her delegate(s)), adviser(s), relevant senior management and other person(s) invited by a Committee member may attend meetings of the Committee from time to time where the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties.

4.4 Notice of meetings:

- (a) A meeting of the Committee may be convened by any of its members through the Company Secretary.
- (b) Unless otherwise agreed by all the Committee members, notice (containing details of the venue, time and date of the meeting) of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
- (c) Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

- (a) Draft and final versions of minutes of Committee meetings shall be sent to all members for their comment and records within a reasonable time after the meeting.
- (b) Minutes of the Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

- (a) Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

5. ALTERNATE COMMITTEE MEMBERS

5.1 A Committee member may not appoint any alternate.

6. AUTHORITIES OF THE COMMITTEE

6.1 The Committee may exercise the following powers:

- (a) to seek any information, it requires from any employees of the Company and its subsidiaries and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference as it considers to be necessary to help it fulfill its duties;
- (c) to have access to sufficient resources in order to perform its duties;
- (d) to review annually these terms of reference and their effectiveness in the perform of its duties and to make recommendation to the Board any changes it considers necessary; and
- (e) to exercise such powers as the Committee may consider necessary and expedient for the proper performance of their duties under section 7 below.

7. DUTIES OF THE COMMITTEE

7.1 The duties of the Committee shall be:

- (a) to review, evaluate and approve any investment project worth not exceeding HK\$100 million.
- (b) to review, evaluate and propose to the Board for approval any investment project worth over HK\$100 million.
- (c) an investment project can fall into either of the following categories:
 - (i) Investment in real property;
 - (ii) Investment in listed securities and bonds; and
 - (iii) Other investment opportunities not being the investment categories in (i) and (ii) above.
- (d) to determine whether the proposed investment project is in the interests of the Company and the shareholders of the Company as a whole.
- (e) to carry out other duties as may be determined from time to time by the Board.

8. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS

- 8.1 The Committee shall, from time to time, review its own performance constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.
- 8.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee, as well as any amendments to the Listing Rules from time to time.
- 8.3 The Committee shall make available these terms by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

(Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.)