

ManpowerGroup®

MANPOWERGROUP GREATER CHINA LIMITED

万宝盛华大中华有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2180)

(the "**Company**")

TERMS OF REFERENCE OF THE INVESTMENT COMMITTEE

(Revised and adopted by the Board on August 27, 2025)

1. Members

1.1 The investment committee of the Company (the "**Investment Committee**") should be established by the board of directors of the Company (the "**Board**"). The Investment Committee shall consist of not less than two members and members of the Investment Committee shall be appointed by the Board from time to time.

1.2 The chairman of the Investment Committee shall be appointed by the Board.

1.3 The Chief Executive Officer, the Chief Financial Officer and any person who is responsible for finance and investment matters of the Company could be invited to attend the meetings. Only the members of the Investment Committee can vote in a meeting of the Investment Committee.

1.4 The terms of appointment to Investment Committee members should be determined by the Board at the appointment date.

2. Secretary

2.1 The company secretary or any one of the joint company secretaries of the Company shall act as the secretary of the Investment Committee.

2.2 The Investment Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Investment Committee.

3. Purposes of Investment Committee

3.1 The purposes of the Investment Committee are to assist the Board in:

(a) evaluating investment performance of investment projects and advising on investment strategy of the Company by taking into account of the relevant constraints on the deployment of the various resources and purposes of the investment to enhance the Group's investment returns;

(b) considering and approving potential investment projects for deal size between USD1.5 million to 10 million;

(c) reviewing investment policies and recommending changes it considers appropriate for the Board's approval.

3.2 The Investment Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the advisor of the Investment Committee.

4. Frequency and proceedings of meetings

4.1 The Investment Committee should convene meetings as and when deemed necessary to fulfill its duties and responsibilities.

4.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Investment Committee. Notwithstanding the notification period, the attendance of the members of the Investment Committee at the meeting would be deemed as a waiver of the notification requirement. If the following-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

4.3 The members of Investment Committee can call for a meeting anytime when it is necessary.

4.4 The quorum necessary for the transaction of business of the Investment Committee shall be two members of the Investment Committee.

4.5 Meetings can be attended in person or via electronic means including telephone or videoconferencing. The members of the Investment Committee can attend meetings via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

4.6 Resolutions of the Investment Committee shall be passed by majority of its members who attended the meeting if the resolutions are made at the meeting.

4.7 The resolution passed and signed by the chairman of Investment Committee meeting is valid, and the validity is the same as any resolution passed in the meeting held.

5. Duties and Powers

The Investment Committee shall have the following duties and powers:

5.1 to provide market expertise and advice to the Board on the investment project;

5.2 to discuss, formulate views and advise the Board on asset allocation;

5.3 to seek professional advice from the external professionals as and when the Investment Committee considers appropriate;

5.4 to consider such other topics and matters relating to financial investments of the Company as may be requested by the Board; and

5.5 to review these terms of reference on a regular basis and recommend any changes it considers appropriate for the Board's approval.

6. Reporting Procedures

The Investment Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Investment Committee, the chairman of the Investment Committee shall report to the Board on findings and recommendations of the Investment Committee.