



E. BON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

怡邦行控股有限公司

(Stock Code: 599)

E. BON HOLDINGS LIMITED

Investment Committee

Terms of Reference

Membership

1. Members of the investment committee (the “**Committee**”) of E. Bon Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and shall consist of not less than three members from amongst the Directors.
2. The chairman of the Committee shall be appointed by the Board from time to time.

Attendance at meetings

The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Voting

Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the meeting who shall be the chairman of the Committee shall have a second or casting vote.

Resolutions in writing

A resolution in writing signed by all of the members for the time being in Hong Kong shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form. In the event of there being only one member for the time being in Hong Kong, a resolution may be signed by that member and any one other member. In the event of there being no member for the time being in Hong Kong, a resolution may be signed by any two members.

Frequency of meetings

1. Meetings shall be held not less than twice a year.
2. The chairman of the Committee may convene additional meetings at his discretion.

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2. The Committee should be provided with sufficient resources by the Company to perform its duties. Where necessary, the Committee should seek independent professional advice at the Company's expense to perform its responsibilities.
3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- (a) to review and evaluate the Group's development plan and strategies and to make recommendations to the Board thereon;
- (b) to review and make recommendations to the Board on key proposals of investment (including mergers and acquisitions, joint venture and equity investments) and financing projects of the Group for business development purpose;
- (c) to review and make recommendations to the Board on other significant investment matters;
- (d) to review and evaluate the Group's risks exposure from its investment projects as a whole;
- (e) to review the relevant Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and evaluate whether any proposed investment project has or would attract any disclosure or compliance obligation thereunder;
- (f) to determine whether the proposed investment projects are in the interests of the Company and its shareholders as a whole;
- (g) to supervise the implementation of the abovementioned investment projects duly approved by the Board; and

- (h) to review, study, evaluate or make recommendations on other matters as delegated by the Board.

Reporting procedures

The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board within a reasonable time after the meeting.

Hong Kong, 12 June 2023