These terms of reference are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

LANDRICH HOLDING LIMITED
譽燊豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2132)

(the "**Company**")

THE INVESTMENT COMMITTEE
TERMS OF REFERENCE

Constitution

1. The Investment Committee (the "**Committee**") is established pursuant to a resolution passed by the board of directors of the Company (the "**Director(s)**" or "**Board**") in the meeting held on 21 November 2025.

Members

2. The Committee members must be appointed by the Board and shall consist of not less than three members from amongst the Directors.

3. Chairman of the Committee shall be appointed by the Board.

4. Subject to Rules 2 and 3 above, the Board may, from time to time, at their discretion, change the composition of the members of the Committee.

Secretary

5. The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

Frequency and proceedings of meetings

6. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.

7. The quorum of a meeting shall be two members of the Committee.

8. The Committee members could attend the meetings in person, by telephone or by video conference.

9. Resolutions of the Committee shall be passed by more than half of the members of the Committee.

10. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

11. Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association (as amended from time to time).

Authority

12. All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.

13. The Committee shall be provided with sufficient resources to perform its duties and may seek independent professional advice in appropriate circumstances at the Company's expenses to perform its duties.

14. The Committee is authorised by the Board to investigate any activity within its terms of reference and seek any necessary information which is within its scope of duties from the employees of the Company and its subsidiaries (including members of the Board).

Duties

15. Main duties of the Committee should include: –

    (a) To review, evaluate and approve any investment project or financial investment activities (the "**Investment Project(s)**") other than notifiable transactions and connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**" and the "**Exchange**" respectively);

    (b) To review, evaluate and advise the Board on the investment strategy of the Company and any Investment Projects that constitute notifiable transactions and connected transactions under the Listing Rules;

    (c) An Investment Project can fall into either of the following two categories:

        (i) Investment in listed securities and bonds; and

        (ii) Investment in virtual assets.

    (d) To assess and determine whether an Investment Project is in the interests of the Company and the shareholders of the Company as a whole;

    (e) To seek professional advice from the external professionals as and when the Committee considers appropriate;

    (f) To report to the Board on the Committee's activities, investment portfolio and activities of the Company and any Investment Projects under review following each Committee meeting;

(g) To carry out other duties as may be determined from time to time by the Board.

Reporting Procedures

16. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

17. Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.

18. 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 works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

Others

19. The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.

20. Any changes to the terms of reference shall be effective after they have been approved by the Board.

– End –

Adopted on 21 November 2025