



NEW CONCEPTS HOLDINGS LIMITED

創業集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

Investment Committee Terms of Reference

New Concepts Holdings Limited (the “**Company**”) has resolved to establish an investment committee (the “**Investment Committee**” or the “**Committee**”) pursuant to a resolution passed by the board of directors (the “**Board**”) of the Company at its meeting held on 20 April 2026.

In order to regulate the Company and its subsidiaries and controlling subsidiaries (collectively, the “**Group**”) in their external investment activities, prevent investment and financial risks, and improve the effectiveness of external investments, and, for the purpose of achieving the Company’s development strategy, expanding its operating scale, and enhancing its core competitiveness, the Investment Committee has been established with the terms of reference as set out and adopted herein.

Membership and Secretary

- The members of the Investment Committee shall be appointed by the Board and shall consist of not less than three members from amongst the directors and senior management of the Group of which at least two shall be executive Director of the Company.
- The Chairman of the Committee (the “**Committee Chairman**”) shall be appointed by the Board.
- The company secretary of the Company shall act as the secretary of the Committee (the “**Secretary**”). In the absence of the Secretary, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

Quorum

1. The quorum for a meeting shall be two members, one of whom must be the Committee Chairman.

2. Resolutions of the Investment Committee at any meetings shall be passed by a majority of votes of the members present. In the event of an equality of votes, the Committee Chairman shall be entitled to a second or casting vote.

Meetings

3. Meetings shall be held not less than twice a year. Additional meeting should be held as the work of the Committee demands. The Investment Committee or the Board may request additional meetings at such other times if they consider it necessary.
4. Notice of at least seven days shall be given of a regular Investment Committee meeting, unless all members unanimously waive such notice. Notwithstanding the notice period, the attendance of members at the meeting shall be deemed waiver of the required length of notice. For all other Investment Committee meetings, reasonable notice shall be given. Notice of the meetings shall be given in writing or by telephone or in such other manner as the Investment Committee may from time to time determine.
5. Meetings can be held in person, by telephone or by video conference or other electronic means of communication. Members of the Investment Committee may attend a meeting either in person or by means of a conference telephone or similar communications equipment through which all persons participating in the meeting are capable of hearing each other. With consent of all members, resolutions of the Investment Committee can be passed by written resolutions.
6. Minutes and written resolutions of the Investment Committee meetings should be kept by the Secretary and shall be available for inspection by any members of the Committee and the Board. Draft and final version of minutes of the meetings should be sent to all members of the Investment Committee for their comment and records, within a reasonable time after the meeting.

Attendance at Meetings

7. The Investment Committee may invite other directors of the Company or any other persons it deems appropriate to attend the meetings.
8. Only members of the Investment Committee are entitled to vote at the meetings.

Reporting Procedures

9. The Committee Chairman shall, on a regular basis, formally report to the Board at the Board meetings held subsequent to Committee meetings, on matters falling within the Committee's terms of reference.
10. The Investment Committee shall immediately bring to the attention of the Board any serious concerns that arise.

Authority

11. The Investment Committee is authorised by the Board to exercise the following authorities within this terms of reference, including but not limited to:-
- (a) obtain sufficient resources from the Company to perform the Investment Committee's duties;
 - (b) review the accounts of the Company from time to time;
 - (c) monitor and regulate investment decisions, strategies and projects related issues of the Company;
 - (d) monitor investment activities of the Company;
 - (e) consider, approve and/or recommend the Board to take any steps appropriate and necessary in relation to the investment activities of the Company;
 - (f) consider, approve and/or recommend the Board to obtain advice from or engaging external experts, lawyers, financial advisers, fund managers or investment banks of good reputation, past performance and such other qualities as the Investment Committee may think fit;
 - (g) review the potential costs and returns of investment projects of the Company from time to time;
 - (h) seek such information from the Company and its directors and employees (all employees being directed to co-operate with any such request by the Investment Committee), as it deems necessary in order to fulfil its role;
 - (i) if necessary, investigate any activity within this terms of reference;
 - (j) review annually this terms of reference and its effectiveness in the performance of its duties and to make recommendation to the Board any changes it considers necessary.

Duties

12. The duties of the Investment Committee shall be, *inter alia*:
- (a) act in good faith and with due skill, care and diligence at all times;
 - (b) operate in accordance with this terms of reference at all times;
 - (c) assess the viability and the terms for any major investment projects or financing arrangements of the Company;

- (d) evaluate the feasibility, forecast, profits and loss calculations of the investment projects of the Company;
- (e) analyse, consider, and determine whether any proposed investment project is in the best interests of the Company and its shareholders as a whole;
- (f) consider all relationships, developments and new investment opportunities between the Company and external business and/or parties;
- (g) approve and make decisions on any investment projects and financing arrangements which does not constitute notifiable or connected transactions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (h) evaluate and propose to the Board for approval in compliance with applicable laws, rules and regulations, including but not limited to the Listing Rules, any investment projects and financing arrangements which constitutes notifiable or connected transactions on the part of the Company under the Listing Rules;
- (i) oversee the credit ratings and liquidity risk management of the Company;
- (j) review the Company’s investing capital and financing strategy from time to time;
- (k) discuss the Company’s position in respect of investment risk, including but not limited to foreign exchange risk, interest rate risk and investment products risk;
- (l) review and evaluate the Company’s liquidity and funding arrangements from time to time;
- (m) monitor significant transactions and/or investment plans which might cause significant impact to the Company’s treasury position;
- (n) consider and recommend the Board to implement appropriate policies in relation to the areas of treasury and investment (and any revision, as appropriate) from time to time;
- (o) review, evaluate, and approve any reports in relation to the Company’s investment or treasury position from time to time;
- (p) carry out other duties as may be determined from time to time by the Board;
- (q) ensure all records in relation to the Company’s investments are kept properly; and
- (r) report to the Company when any specific area for improvement could be identified or recommended.

Availability of the Terms of Reference

13. The Board must approve and provide written terms of reference for the Investment Committee. The Investment Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board, on both the websites of the Company and The Stock Exchange of Hong Kong Limited.

Adoption of terms of references

14. These terms of reference shall come into force as of the date of approval by the Board of the Company.