

In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.



Yoho Group Holdings Limited

友和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2347)

TERMS OF REFERENCE OF THE STRATEGY AND INVESTMENT COMMITTEE

Definitions

1. For the purposes of these terms of reference (these “**Terms**”):

Articles means the articles of association of the Company.

Board means the board of directors of the Company.

Committee means the strategy and investment committee established by the resolutions of the Board in accordance with clause 2 of these Terms.

Company means Yoho Group Holdings Limited (友和集團控股有限公司).

Company Secretary means the company secretary of the Company.

Directors means the directors of the Company.

Group means the Company and its subsidiaries.

Listing Rules means the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time).

Shareholders means the shareholders of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Committee was established by resolutions of the Board on 13 May 2022.

Membership

3. The members of the Committee shall be appointed by the Board from amongst the Directors. The Committee shall consist of not less than three members. The quorum of a Committee meeting shall be any two members of the Committee. Any resolution of the Committee at a Committee meeting shall be approved by a majority (including the affirmative vote of the chairman of the Committee) of the members of the Committee who attend and vote at the meeting. In the event of an equality of votes, the chairman of the Committee shall have a casting vote in addition to any other vote he or she may have. Alternatively, decision of the Committee may be approved by way of a written resolution signed unanimously by every member of the Committee.
4. The chairman of the Committee shall be appointed by the Board.
5. The Company Secretary or his/her appointed delegate shall be the company secretary of the Committee.
6. The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by resolutions passed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board. For the avoidance of doubts, Committee members may be removed from the Committee by the Board at its sole and absolute discretion.

Frequency and procedure of meetings

7. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Articles for regulating the meeting and proceedings of Directors.
8. Meetings shall be held not less than once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee.
9. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least three days before the intended date of a meeting of the Committee (or other agreed period).
10. A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

Authority

11. The Committee may exercise the following powers:
 - (a) to seek any information it requires from any employees of the Group and any professional advisers in order to perform their 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, external legal or other independent professional advice on or assistance to any matters within these Terms as it considers to be necessary to fulfill its duties;
- (c) to have access to sufficient resources in order to perform its duties;
- (d) to review annually these Terms and their effectiveness in the performance 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 its duties set out below.

Duties

12. The main duties of the Committee shall include the followings:
 - (a) to review, evaluate investment projects for long-term development of the Company (including mergers and acquisition, joint venture and equity investments) and make recommendations to the Board;
 - (b) to study and make recommendations to the Board on major investments and financing solutions;
 - (c) to study and make recommendations to the Board on major capital investments;
 - (d) to study and make recommendations to the Board on other significant investment matters which may have effect on the development of the Company;
 - (e) to supervise the implementation of the above-mentioned matters duly approved by the Board;
 - (f) to review the Company's financial controls, investing capital, financing strategy and treasury risk management from time to time;
 - (g) to 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; and
 - (h) to review, study, evaluate or make recommendations on other matters as delegated by the Board.
13. The Committee shall be accountable to the Board. Proposals of the Committee shall be submitted to the Board for consideration and approval. All cases, materials and information considered and discussed by the Committee shall be made available to the Board for its study and decision in the form of report, recommendation or summary.

14. The Committee shall have the power, at the Company's expenses, to appoint external advisers and obtain professional advices to enable it to discharge its duties.
15. The Committee shall have the power to access the Company Secretary for assistance as required.

Reporting procedures

16. Full minutes of the Committee's meetings should be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or his/her appointed delegate). Once the minutes are signed, the Company Secretary shall circulate the minutes and reports of the Committee to all members of the Board. The minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
17. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Directors, the Committee members or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records respectively, within a reasonable time after such meetings.
18. Without prejudice to the generality of the duties of the Committee set out above, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.

Provision of terms of reference

19. The Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

Approval of Disclosure Statements

20. The Committee shall be responsible for approving all disclosure statements in relation to the Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the Stock Exchange's website and the Company's website.

Review of Terms

21. The Committee shall review these Terms annually, and may consider and submit to the Board any proposed changes that the Committee deems appropriate or advisable.

Powers of the Board

22. The Board may, subject to compliance with the Articles and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these Terms and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these Terms and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

Publication of these Terms

23. 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 website of the Company and on the website of the Stock Exchange.