



森美(集團)控股有限公司
Summi (Group) Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00756)

**INVESTMENT AND COMPLIANCE COMMITTEE
TERMS OF REFERENCE**

Adoption Date: 01 Oct 2019

1. Constitution

1.1 The Investment and Compliance Committee (the “**Committee**”) is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Summi (Group) Holdings Limited (the “**Company**”) at its meeting held on 01 October 2019.

2. Membership

2.1 Members of the Committee shall be appointed by the Board. The Committee shall consist of three members from amongst the directors of the Company, the chief executive officer and the chief financial officer.

2.2 The chairman of the Committee shall be appointed by the Board.

2.3 The secretary of the Committee shall be appointed by the Board.

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.

3. Proceedings of the Committee

3.1 Notice:

(1) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least 7 days’ notice, unless all members unanimously waive such notice.

(2) Any Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting.

- (3) Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
- (4) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (5) Notice of meeting shall state the time and place of the meeting and provide an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of the regular meeting of the Committee to be held, and so far as practicable in all other additional meetings of the Committee, the papers of the meetings shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

3.2 Quorum: the quorum of the Committee meeting shall be two members of the Committee.

3.3 Attendance: the other Board members, external advisers and other persons may be invited to attend all or part of the Committee meetings.

3.4 Frequency: meetings shall be held at least four times a year.

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (1) to seek any information it requires from any employees of the Company and its subsidiaries and any professional advisers in order to perform its 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;

- (2) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference as it considers to be necessary to help it fulfill its duties;
- (3) to have access to sufficient resources in order to perform its duties;
- (4) to review annually these terms of reference and their effectiveness in the perform of its duties and to make recommendation to the Board any changes it considers necessary; and
- (5) to exercise such powers as the Committee may consider necessary and expedient for the proper performance of their duties under section 7 below.

7. Duties

7.1 The main duties of the Committee shall be:

- (1) to review, evaluate investment projects for long-term development of the Company (including mergers & acquisition, joint venture and equity investments) and make recommendations to the Board;
- (2) to study and make recommendations to the Board on the major investment and financing solutions;
- (3) to study and make recommendations to the Board on the major capital investment;
- (4) to study and make recommendation to the Board on other significant investment matters which may have effect on the development of the Company;
- (5) to supervise the implementation of the above-mentioned matters duly approved by the Board;
- (6) other matters as delegated by the Board;
- (7) to make recommendations to the Board on compliance matters in relation to rules and regulations issued by Hong Kong Exchanges and Clearing Limited, the Securities and Futures Ordinance and relevant rules and regulations; and
- (8) to make recommendations to the Board in relation to the policy of corporate governance of the Company.

- 7.2 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.
- 7.3 The Committee shall have the power, at the Company's expenses, to appoint external advisers and obtain professional advice to enable it to discharge its duties.
- 7.4 The Committee shall have the power to access the Company secretary for assistance as required.

8. Reporting procedures

- 8.1 Minutes of Committee meetings and all written resolutions of the Committee shall be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the Committee meeting or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records after the meeting or the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Continuing application of the articles of association of the Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the articles of association of the Company, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference 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 or revoked.