

PROSPEROUS FUTURE HOLDINGS LIMITED

未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 1259)

TERMS OF REFERENCE OF INVESTMENT AND CREDIT COMMITTEE

(adopted by the board of directors of the Company on 8 January 2021)

Constitution

1. A committee, as resolved by the board of directors (the “**Board**”) of the Company, shall be known as the Investment and Credit Committee (the “**Committee**”) with its terms of reference.
2. The Committee was established on 8 January 2021. The Committee has been delegated by the Board the powers in the oversight of the management of the day-to-day activities of the securities investment operation and the money lending operation of the Company and its subsidiaries (the “**Group**”).

Membership

3. The chairman and members of the Committee shall be appointed by the Board from among the directors of the Company.
4. The Committee shall consist of not less than two (2) members. Each member shall carry one vote and in case of a tied resolution, the chairman shall have an extra vote to make on deciding a resolution.
5. Any one senior management, the company secretary of the Company or his delegate shall act as the secretary to the Committee.

Frequency of Meetings

6. The Committee shall normally meet not less than two times a year. Additional meetings may be held as the work of the Committee demands.
7. A quorum for any meeting shall be two (2) members.
8. Notice of meeting of the Committee may be given in writing or by telephone or in such manner as the Committee may from time to time determine.

Authority

9. The Committee is authorised by the Board to perform its duties and functions within its terms of reference and to do any acts conferred on the Committee by the Board.
10. The Committee is authorised by the Board to seek independent professional advice at the Company's expense, in performance of its duties and functions, where necessary.

Duties and Functions

11. The duties of the Committee shall include the following aspects:
 - 11.1 to oversee and monitor the activities of the securities investment operation of the Group in securities/bonds/funds listed in Hong Kong or overseas and other investment opportunities;
 - 11.2 to oversee and monitor the activities of the money lending operation of the Group;
 - 11.3 to seek professional advice from the securities/investment/finance/credit community as and when the Committee considers appropriate;
 - 11.4 to handle such other matters relating to securities investments and money lending delegated by the Board from time to time; and
 - 11.5 to perform all such duties and all such acts in relation to paragraph 11.1 to 11.4 above pursuant to the Company's Articles of Association and all applicable statutory rules and regulations in force from time to time.

Reporting Procedures

12. The secretary of the Committee shall ensure that full minutes are kept of all Committee meetings and that such minutes shall be circulated to all members of the Committee.
13. The secretary of the Committee shall circulate the minutes of all Committee meetings to all members of the Board, and shall report to the Board on its works, decisions and recommendations in a timely manner.