

STEVE LEUNG DESIGN GROUP LIMITED

梁志天設計集團有限公司

Terms of reference for the Investment Committee

投資委員會職權範圍書

(adopted on 1 April 2020)

(於2020年4月1日採納)

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I. CONSTITUTION

組織

An investment committee (the “**Investment Committee**”) shall be established pursuant to a resolution passed by the board of directors (the “**Board**”) of Steve Leung Design Group Limited (the “**Company**”).

梁志天設計集團有限公司(「本公司」)董事會(「董事會」)須通過決議案成立投資委員會(「投資委員會」)。

2. MEMBERSHIP

成員

- 2.1 The Investment Committee shall consist of at least five (5) members (the “**Members**”). All Members shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”).

投資委員會須由最少五(5)名成員(「成員」)組成。所有成員應由董事會從本公司董事(「董事」)之中委任。

- 2.2 The chairman of the Investment Committee (the “**Chairman**”) shall be appointed by the Board.

投資委員會主席(「主席」)須由董事會委任。

3. SECRETARY

秘書

- 3.1 The company secretary(ies) of the Company (the “**Company Secretary(ies)**”) or his/her/their nominee shall initially be the secretary of the Investment Committee.

本公司的公司秘書(「公司秘書」)或其代表應為投資委員會的秘書。

- 3.2 The Investment Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Investment Committee.

投資委員會可不時委任持有合適資格及經驗之任何其他人士出任投資委員會之秘書。

4. **AUTHORITY**

職權

The Investment Committee is authorised by the Board to obtain other independent professional advice as necessary, at the Company's expense, to assist the Investment Committee and shall be provided with sufficient resources by the Company to perform its duties.

投資委員會獲董事會授權，如有需要可尋求其他獨立專業意見，以協助投資委員會，費用由本公司支付。本公司須向投資委員會提供充足資源，以便其履行職責。

5. **DUTIES**

職責

The duties of the Investment Committee include:

投資委員會之職責包括：

- (a) to advise and make recommendations to the Board on investments of the Group, if required;
就本集團投資向董事會提供意見及作出建議（如有需要）；
- (b) to establish a formal process to manage the Group's investment strategy;
訂定管理本集團投資策略的正式程序；
- (c) to develop, formulate and periodically review the investment objectives and corporate policy on the investments of the Group and to oversee the implementation and execution of such objectives and policy;
發展、制定及定期檢討本集團的投資目標及公司政策，並監督該目標及政策的實施與執行；
- (d) to identify, consult and engage external professional adviser on the Group's investments;
就本集團投資事宜物色、諮詢及委聘相關外聘專業顧問；
- (e) to supervise the legal and compliance aspects of the Group's investment activities;
於法律及合規層面監督本集團的投資決定；
- (f) to review and evaluate the performance of the investment portfolio regularly to assure adherence to the investment policy and achieve investment objectives of the Company;
定期審查及評估投資組合的表現，以確保符合本公司的投資政策及達成本公司的投資目標；
- (g) to consider other topics and matters relating to the investments of the Group as requested by the Board; and
根據董事會要求，考慮與本集團投資有關的其他議題及事宜；及

- (h) to report to the Board on regular basis in respect of matters relating to investments of the Group.

定期向董事會匯報本集團投資的有關事項。

6. MEETINGS

會議

- 6.1 The Investment Committee shall meet at least once annually. Additional meetings shall be held if circumstances require.
投資委員會須每年至少召開一次會議。如情況需要可另行召開會議。
- 6.2 The quorum of a meeting shall be three (3) Members.
會議的法定人數為三名成員。
- 6.3 Meetings shall be convened by the chairman of Investment Committee or at request of the Board.
會議應由投資委員會主席或按董事會要求召開。
- 6.4 Unless otherwise agreed, notice of any meeting has to be given at least one (1) day prior to the date of meeting.
除非另有其它約定，會議通知至少需要在會議召開日期之前一天發出。
- 6.5 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Investment Committee duly convened and held.
由全體成員書面簽署之書面決議案，其效力及作用與決議案於正式召開及舉行之投資委員會會議上通過無異。
- 6.6 Draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting. Minutes of the Investment Committee meetings shall be kept by the Company Secretary and circulated to all Directors of the Board.
會議紀錄之初稿及最後定稿應在會議後一段合理時間內送交全體成員。投資委員會會議紀錄由公司秘書存檔及向董事會全體董事傳閱。

7. ATTENDANCE

出席

- 7.1 The Chief Financial Officer of the Company or, in his absence, a representative from the Finance Department shall attend the meetings.
首席財務官或(在其缺席情況下)財務部代表應出席投資委員會的會議。
- 7.2 Other Directors of the Board or other persons invited by the Board or the Investment Committee may attend any meeting though they shall not be counted in the quorum.
董事會其他董事或應董事會或投資委員會邀請之其他人士可出席任何會議，惟該等人士將不會計入會議的法定人數。

- 7.3 Only Members of the Investment Committee are entitled to vote at the meetings.
僅投資委員會成員可於會議上投票。
- 7.4 Meetings can be held in person, by teleconference, by video conference or other electronic means of communication.
會議可經由現場會議、電話會議、視頻會議或其他電子通訊形式召開。

8. ANNUAL GENERAL MEETING

股東週年大會

The chairman of the Investment Committee or in his absence, another Member shall attend the annual general meeting of the Company and be prepared to respond to any shareholder's questions on the Investment Committee's activities and their responsibilities.
投資委員會主席或(在其缺席情況下)投資委員會的另一位成員應當出席本公司的週年大會，並應就股東提出的關於投資委員會的職責及責任問題進行回覆。

9. GENERAL

一般事項

- 9.1 The Investment Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company.
投資委員會應在本公司網站上公開其職權範圍，解釋其角色以及董事會授予其之權力。
- 9.2 These Terms of Reference or any amendments to them should come into effect on the date when they are approved by the Board.
職權範圍或對其的任何修訂應在董事會批准之日生效。
- 9.3 Chinese translation of this document is for reference only. If there is any inconsistency between the original text in English and the Chinese translation, the original text in English shall prevail.
本文件中文翻譯僅供參考之用。如中文翻譯之文義與英文原文有歧義，概以英文原文為準。