



EVERBRIGHT GRAND CHINA ASSETS LIMITED

光大永年有限公司

(Incorporated in the British Virgin Islands with limited liability and transferred by way of continuation into the Cayman Islands)

(Stock Code: 3699)

(hereafter the “Company”)

Investment Committee - Terms of Reference

1. Members

- 1.1 The investment committee of the Company (the “**Investment Committee**”) should be established by the board of directors of the Company (“**Board**”) and it should comprise a minimum of three members from amongst the executive directors and independent non-executive directors.
- 1.2 The Investment Committee must be chaired by the chairman or chairlady of the Board and appointed by the Board.
- 1.3 The terms of appointment to Investment Committee members should be determined by the Board at the appointment date.

2. Secretary

- 2.1 The company secretary of the Company shall act as the secretary of the Investment Committee.
- 2.2 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.

3. Meeting

- 3.1 The Investment Committee should meet at least once a year.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the Investment Committee. Notwithstanding the notification period, the attendance of the member of the Investment Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.

- 3.3 The quorum necessary for the transaction of business of the Investment Committee shall be two members of the Investment Committee.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the Investment Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from each other via such communication device).
- 3.5 Resolutions of the Investment Committee shall be passed by more than half of its members.
- 3.6 A resolution passed and signed by all members of the Investment Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of Investment Committee meeting should be kept by a duly appointed secretary of the Investment Committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the Investment Committee for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the Investment Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, external advisor and other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the Investment Committee can vote in the meeting.

5. Annual General Meeting

- 5.1 The chairman or chairlady or the Investment Committee or (if absent) the other member of Investment Committee should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the Investment Committee.

6. Duties and Powers

The Investment Committee shall have the following duties and powers:

- 6.1 to review, evaluate and approve any investment project, the total investment value not exceeding HK\$100 million or not exceeding 30% of net asset value (whichever is the lower), other than notifiable transactions and connected transactions as defined by the Hong Kong Listing Rules;

- 6.2 to review, evaluate and propose to the Board for approval any investment project, the total investment value over 6.1 above;
- 6.3 an investment project can fall into either of the following two categories:
 - 6.3.1 Investment in real property; and
 - 6.3.2 Investment in listed securities and bonds.
- 6.4 to review the annual investment plan of the Company;
- 6.5 to determine whether the proposed investment project is in the interests of the Company and the shareholders of the Company as a whole;
- 6.6 to carry out other duties as may be determined from time to time by the Board.

7. Reporting

- 7.1 The Investment Committee shall report to the Board after each of its meetings.

8. Authority

- 8.1 The Investment Committee is authorized by the Board to seek any information it requires from employee 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 Investment Committee meetings and to supply information and address the questions raised by the Investment Committee.
- 8.2 The Investment Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the Investment Committee.