



遠洋集團

Strategic and Investment Committee Terms of Reference and Operating Rules

Chapter 1 Objectives

- Rule 1** The Strategic and Investment Committee (the “Committee”) of Sino-Ocean Group Holding Limited (the “Company”, together with its subsidiaries, the “Group”) is responsible for (1) researching and making recommendations on the Company’s development strategies; (2) reviewing and approving investments within the authority delegated by the board of directors of the Company (the “Board”), making recommendations to the Board on major investments which are beyond its authority, making subsequent assessments of investments, and reviewing and considering the overall investment direction and business development of the Company.

Chapter 2 Composition

- Rule 2** The Committee shall comprise at least three (3) members, of which more than half shall be directors, one of which shall be an executive director and one of which shall be an independent non-executive director. The chairman of the Committee shall be a director and appointed by the Board.
- Rule 3** Members of the Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.
- Rule 4** The company secretary of the Company shall be the secretary of the Committee.

Chapter 3 Authority

- Rule 5** The Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- Rule 6** The Committee is authorized by the Board to act in accordance with its terms of reference and is authorized to obtain any information which it needs for the discharge of its duties from employees of the Company.

Rule 7 The Committee is authorized by the Board to seek external independent professional advice at the Company's expense. The Committee may invite external parties with relevant professional experience to attend its meetings if it considers necessary.

Chapter 4 Duties

Rule 8 The duties of the Committee include the following:

- (1) to review the development strategies of the Company and make recommendations to the Board;
- (2) to review the annual investment plans formulated by the Company;
- (3) to review and make decisions on the prospective major investments, including disposals and new joint ventures, within the authorities delegated by the Board.
- (4) to review the project assessment system established by the Company, mainly including three major constituents, namely, effective assessment agencies and professionals, a complete assessment process and reasonable assessment standards;
- (5) to examine the investment strategies of the Company;
- (6) to examine the investment management risk policies;
- (7) to research the Group's capital policies and major financing plans;
- (8) to authorize the strategic and investment management department of the Company to be responsible for execution of the identified strategies and specific implementation of the investment matters;
- (9) to review from time to time, as appropriate, these Terms of Reference and Operating Rules and recommend to the Board any necessary changes; and
- (10) any other duties assigned by the Board.

Chapter 5 Committee Meetings

Rule 9 Frequency

The Committee shall hold a regular meeting for reviewing the implementation of the strategies and annual investment plan ("Regular Meeting") at least once a year and additional meetings as required. Any one (1) member may convene a meeting of the Committee (except for emergency meetings which shall be convened by any two (2) members ("Emergency Meetings")).

Rule 10 Notice

Notice of a meeting shall be deemed to be duly given to a member if it is given to him or her personally in writing or orally or sent to him or her at his or her address or email address notified by him or her to the Company. In respect of Regular Meetings, notice of at least seven (7) days should be given. For Emergency Meetings, reasonable notice should be given. For meetings other than Regular Meetings and Emergency Meetings, notice of at least three (3) days should be given. The notice requests under this Rule can be waived by all members in meeting. A member may waive a notice of any meeting and any such waiver may be prospective or retrospective. Irrespective of the length of notice given, attendance of a meeting by a member shall be deemed a waiver of the requisite length of notice by the member. Notice of any adjourned meeting is not required if the adjournment is less than seven (7) days.

Rule 11 Quorum

The quorum for meetings of the Committee shall be any two (2) members of the Committee.

Rule 12 Attendance

- (1) The members of the Committee shall attend meetings in person.
- (2) The following persons shall normally attend all meetings of the Committee, unless determined otherwise by the Committee:
 - (i) the Company's chief financial officer;
 - (ii) company secretary; and
 - (iii) members of the Board and other senior officers of the Company if the Committee considers necessary.

However, the aforesaid persons are not entitled to vote at such meetings.

Rule 13 Convening

Members of the Committee may be held in person or by way of instant communication (including but not limited to teleconference and videoconference). The members of the Committee who attend meetings by the above means shall be deemed to have attended such Committee meetings.

Rule 14 Resolutions

Each member shall have one (1) vote in each resolution. Resolutions of the Committee shall be passed by a majority of votes provided that majority of members present at the meeting are directors or by way of written resolutions signed by the majority of the members duly appointed and entitled to vote, except those who are temporarily unable to act through ill-health or disability.

Rule 15 Records

The records of the Committee meetings, including notice of meetings, materials, voting papers and minutes, shall be kept by the secretary of the Committee.

Chapter 6 Supplementary Article

Rule 16 The power of interpretation of this Terms of Reference and Operating Rules shall be vested in the Board.

Effective Date: 17 August 2020

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377