



## **TRADELINK ELECTRONIC COMMERCE LIMITED**

**貿易通電子貿易有限公司**  
**(the “Company”)**

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

**(Stock Code: 536)**

### **Terms of Reference of the Investment Committee**

#### **Objectives**

The Investment Committee shall be responsible for the setting up and regular review of a policy (the “Investment Guidelines”) to guide the Company’s investments in financial instruments to maximize return on the Company’s cash reserves having regard to the risks involved.

#### **Membership**

1. The Committee shall consist of not less than two members appointed by the board of directors of the Company (“Board”), comprising at least two Independent Non-executive Directors. All of the members shall be appointed by the Board from amongst the Directors of the Company.
2. The Chairman of the Committee shall be appointed by the Board.
3. The quorum of a meeting shall be two members.

#### **Frequency of Meeting**

The Investment Committee shall meet at least once a year and at such other times as its Chairman shall require.

#### **Notice of Meeting**

1. Meetings of the Committee shall be called by its Chairman or at request of the Board.

2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and accompanying Committee papers, if any, and items to be discussed, shall be issued to each member of the Committee at least 3 days prior to the date of the meeting unless all members of the Investment Committee unanimously waive such notice.
3. Resolutions shall be passed by a majority of votes or by unanimous written resolutions.
4. Meetings could be held in person, by teleconference or by video conference.

#### **Attendance at Meeting**

1. The Chief Financial Officer shall normally attend the meetings.
2. The Company Secretary or his nominee shall be the secretary of the Investment Committee.

#### **Attendance at the Annual General Meeting**

The Chairman of the Investment Committee or in his absence, another Investment Committee Member shall attend the Company's Annual general Meeting and be prepared to respond to shareholders' questions on the Investment Committee's duties and responsibilities.

#### **Authority**

1. The Investment Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Investment Committee.
2. The Investment Committee is authorized by the Board, at the Company's expense, to appoint legal or independent professional advisers with relevant experience and expertise to assist the Investment Committee and to secure attendance of such professional adviser at its meetings if it considers necessary.
3. The Investment Committee is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

## **Duties**

The duties of the Investment Committee shall be:

- (a) to review from time to time the Investment Guidelines of the Company which have previously been approved by the Board and recommend such changes as are necessary or desirable to the Board for its approval;
- (b) to oversee the management of the Company in the execution of the policy; and
- (c) The Chairman of the Investment Committee shall report back to the Board on any findings or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

## **Reporting procedures**

The secretary of the Investment Committee shall circulate the minutes of meetings of the Investment Committee to all members of the Board.

Hong Kong, 25 August 2020