

(adopted on 25 April 2024)



ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 679)

INVESTMENT COMMITTEE – TERMS OF REFERENCE

投資委員會職權範圍

Constitution

組成

1. The Investment Committee (the “Committee”) is established pursuant to a resolution passed by the board of directors (the “Board”) of Asia Tele-Net and Technology Corporation Limited (the “Company”) in the meeting held on 25 April 2024.

投資委員會（“委員會”）是按亞洲聯網科技有限公司（“公司”）之董事會（“董事會”）於2024年4月25日會議通過成立的。

Membership

成員

2. The Committee members (the “Member(s)”) shall be appointed by the Board and shall comprise of not less than three members from amongst executive directors and independent non-executive directors. At least one member should be elected from amongst independent non-executive directors.

委員會成員（“成員”）須由董事會委任，而委員會須由不少於三位成員組成，由執行董事和非執行董事組成。至少一名成員應從獨立非執行董事中選舉出任。

3. The Chairman of the Committee shall be the Chairman of the Board.

委員會的主席由董事會主席擔任。

Secretary

秘書

4. The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).

公司秘書應為委員會的秘書（“秘書”）。

(adopted on 25 April 2024)

5. Notwithstanding any other provisions in the terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

儘管其他條款另有規定，委員會可不時委任其他具有合適資格和經驗的人士擔任委員會秘書。

Frequency and proceeding of Meetings

會議程序及次數

6. Meetings shall be held not less than twice a year. Additional meeting should be held as the work of the Committee demands.

每年須召開不少於兩次會議。額外的會議應按委員會的要求而召開。

7. The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

會議的法定人數為兩位成員。如票數均等，委員會的主席有權投第二票或決定票。

8. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the members. A member who attends such a meeting shall deem to agree to the shorter notice.

除非委員會全體會員同意，否則委員會的會議通知期，不應少於7天。但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。

9. Meetings could be held in person, by telephone or by video conference.

會議可以親身出席、電話或視像會議形式召開。

10. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.

委員會會議的決議須由出席會議過半數的成員通過。

11. A resolution in writing signed by all Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

一份由委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的委員會會議通過一樣。

Attendance at Meetings

出席會議

12. As necessary or desirable, the Chairman may request the Chairman and / or other member of the Board,

(adopted on 25 April 2024)

members of management be present at meetings of the Committee.

按需要或理想地，主席可要求主席及/或其他董事會成員和管理層出席會議。

Authority

權力

13. The Committee has the authority delegated to it from the Board to deal with matters set out under the section “Duties” below and within these terms of reference.
委員會已獲董事會授權處理下述“職責”範圍及本職權範圍內的任何事宜。
14. The Committee should have access to professional advice if considered necessary. Arrangement to seek professional advice could be made through Company Secretary.
如有需要委員會可尋求專業意見，提名委員會可通過公司秘書對索取專業意見作出安排。
15. The Committee is to be provided with sufficient resources to discharge its duties.
委員會可獲供給充足的資源以適合地履行其職責及職能。

Duties

職責

16. The duties of the Committee shall include:
委員會的職責應包括：
 - (a) To review, evaluate and approve any investment project or financial investment activities other than very substantial transactions and connected transactions as defined by the Hong Kong Listing Rules (“Investments”)
審查、評估及批准任何投資項目或投資活動，但香港上市規則所定義的非常重大交易及關連交易除外（「投資」）
 - (b) To review and recommend to the Board strategies and capital allocations for all material financial investment activities in light of the Board’s risk appetite;
根據董事會的風險偏好，審查並向董事會提出建議，以批准所有重大投資活動（“投資”）的策略和資本分配
 - (c) To supervise the implementation of investment project which is duly approved by the Board;
監督獲董事會批准的投資項目的實施
 - (d) As far as financial investment activities are concerned, to monitor such investment activities by
通過以下方式監控投資
 - Reviewing reports on investment activities, portfolio performance, capital requirements and usage of such

(adopted on 25 April 2024)

- 審查有關投資活動、投資組合績效、資本要求及其使用情況的報告
- Making reference to, and reviewing the appropriateness of, benchmarks
參考並審查基準的適當性
 - Reviewing the Group's liquidity and funding arrangements from time to time
不時檢討本集團的流動資金及融資安排
- (e) To assess and determine whether the Investment is in the interests of the Company and the shareholders of the Company as a whole;
評估並確定投資或任何擬議投資項目是否符合公司及公司股東的整體利益
- (f) To report to the Board on its activities, investment portfolio and any investment projects under review following each Committee meeting;
在每次委員會會議後向董事會報告其活動、投資組合和正在審查的任何投資項目
- (g) To carry out other duties as may be determined from time to time by the Board
完成董事會委派予委員會的其他工作事項。

Reporting Procedures

匯報程序

17. Full minutes of Committee meetings shall be kept by the Secretary.
秘書需把委員會會議紀錄發送予董事會。
18. Draft and final versions of minutes of Committee meetings shall be sent to all Members for their comments and records respectively.
初稿及最後定稿之委員會會議紀錄需發送予所有成員（初稿供成員表達意見，最後定稿作其紀錄之用）。

Continuing application of the articles of association of the Company

公司組織章程之持續適用

19. The articles of association of the Company regulating the meeting and proceedings of the Directors so far as they are not replaced by the provisions in this terms of reference shall apply to the meetings and proceedings of the Committee.
就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

Miscellaneous

其他

20. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。