

AMCO UNITED HOLDING LIMITED

僑泰控股有限公司*

(the “Company”)

(Stock Code : 630)

**TERMS OF REFERENCE
OF
INVESTMENT AND MANAGEMENT COMMITTEE**

1. ESTABLISHMENT

For the purpose of effective and timely management of the daily operation and investment matters of AMCO United Holding Limited (the “Company” and together with its subsidiaries, the “Group”), the board of directors (the “Board”) of the Company has resolved to establish an Investment and Management Committee (the “Committee”).

2. MEMBERSHIP

2.1 Members of the Committee shall be appointed by the Board. The Committee shall consist of no less than two (2) members, comprising at least two (2) executive directors of the Company.

2.2 The chairman of the Committee shall be appointed by the Board.

2.3 The Company Secretary or his nominee shall act as the secretary of the Committee.

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board.

3. FREQUENCY AND PROCEEDINGS OF THE MEETING

3.1 The Committee shall meet on an as required basis.

3.2 Unless otherwise agreed by the Committee member, notice of each meeting confirming the venue, time and date together with an agenda and accompanying other documents if any, and items to be discussed, shall be issued to each member of the Committee by at least three (3) days’ notice, unless all members unanimously waive such notice.

3.3 Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile at the telephone number or facsimile number or address from time to time notified to the Company Secretary by such

** For identification purposes only*

Committee member or in such other manner as the Committee members may from time to time determine.

- 3.4 The quorum of the meeting shall be two (2) members of the Committee.
- 3.5 Meetings can be held in person, by teleconference or by video conference.
- 3.6 The other Board members, external adviser and other persons may be invited to attend all or part of the Committee meetings.
- 3.7 Resolutions shall be passed by a majority of votes or by unanimous written resolutions.
- 3.8 Proceedings of meetings of the Committee shall be governed by Bye-law 121 of the Company's Bye-laws.

4. AUTHORITY

The Committee holds the full delegated authority of the Board, including specifically the power of decision-making, in relation to the Duties set out in these terms of reference and including but not limited to require the management of the Company to provide all necessary information and/or materials requested by the Committee as may be required for performing its duties. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the expenses of the Company and to invite the attendance of outsiders with relevant experience and expertise at the Committee meetings if it considers this necessary. If the Committee considers appropriate or cannot make decision on any matter, the Committee shall refer such matter to the Board for final decision and resolution.

5. DUTIES

The duties of the Committee shall include the following aspects:

- (i) to act as a delegate for the Board generally;
- (ii) to set up policies for guiding the Company's investment activities/transactions, review such policies from time to time and recommend to the Board the changes to such policies as and when necessary;
- (iii) to make decisions and resolutions, and to exercise all powers of the Board on all matters of the Company in relation to its daily operation and investment activities, including any non-connected transaction which the percentage ratio is lower than 5% according to the testing result of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules");

- (iv) to make recommendation to the Board concerning matters of corporate significance not otherwise dealt by any other committees of the Board, recommendations must be submitted to the Board for approval for all transactions with a percentage ratio equal to or higher than 5% according to the testing result of the Listing Rules; and
- (v) to carry out other duties as may be determined from time to time by the Board.

6. REPORTING PROCEDURES

- 6.1 Minutes and all written resolutions of the Committee shall be kept by the Company Secretary of the Committee.
- 6.2 The secretary of the Committee shall circulate the draft and final version of minutes of the Committee meeting or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records after the meeting or the passing of the written resolutions.
- 6.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

7. POWERS OF THE BOARD

The Board may, subject to compliance with the Company's Bye-laws, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference had not been amended or revoked.

- End -

Hong Kong, 28 December 2018