



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

TERMS OF REFERENCE OF THE INVESTMENT COMMITTEE UNDER THE BOARD OF DIRECTORS

1 OBJECTIVE AND REFERENCE

In order to facilitate the strategic investment of the Company, strengthen the core competitiveness of the Company, improve its strategic management and decision-making procedures, enhance the reasonable decision-making, improve the quality of decision-making and the corporate governance structure, the Company has established the investment committee (the “**Committee**”) and formulated these terms of reference in accordance with Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of PC Partner Group Limited (the “**Articles**”), the Basic Rules of Internal Control of the Company, other provisions under applicable laws, administrative regulations, departmental rules and regulations and regulative documents.

2 SCOPE

These terms of reference specify the composition, powers and duties, working procedures and rules of procedures for the Committee of the board of directors of the Company.

3 GENERAL PROVISIONS

The Committee is set up by the board of directors of the Company (“**Board**”) pursuant to the Articles. The main duties of the Committee are to review and evaluate investment strategy and major investment projects of the Company and make recommendations to the Board.

4 COMPOSITION

4.1 The Committee shall comprise at least four (but not more than five) members (“**Committee Members**”), who are directors of the Company.

4.2 The Committee Members shall be nominated by the chairman of the Board. A minimum of 2 non-executive director (NED)/independent non-executive director (INED) shall be appointed as the Committee Members. The Committee shall be chaired by the chairman of the Board or an INED. The Appointment and removal of the Committee Member and chairman of the Committee shall be made by resolutions of the Board.

* *For identification purposes only*

4.3 The term of office of the Committee Member shall be the same as that of the directors. Unless a Committee Member is removed from his/her directorship, his/her appointment shall be renewed automatically upon the expiry of his/her term of office. If any Committee Member ceases to be a director of the Company, he/she shall immediately cease to be a Committee Member. The vacancy shall be filled up in accordance with the Clauses 4.1 and 4.2 above.

5 POWERS AND DUTIES

5.1 The main duties of the Committee include:

5.1.1 to review, evaluate investment projects and issue opinion for long-term development of the Company (including mergers & acquisition, joint venture and equity investments) proposed by its investment working team and make recommendations to the Board;

5.1.2 to study and make recommendations to the Board on the major investment and financing solutions;

5.1.3 to study and make recommendations to the Board on the major capital investment and assets management;

5.1.4 to study and make recommendation to the Board on other significant investment matters which may have effect on the development of the Company;

5.1.5 to supervise the implementation of the above-mentioned matters duly approved by the Board; and

5.1.6 other matters as delegated by the Board.

5.2 The Committee shall be accountable to the Board. Proposals of the Committee shall be submitted to the Board for consideration and approval. All cases, materials and information considered and discussed by the Committee shall be made available to the Board for its study and decision in the form of report, recommendation or summary.

5.3 The Committee shall have the power, at the Company's expenses, to appoint external advisers and obtain professional advice to enable it to discharge its duties.

5.4 The Committee shall have the power to access the Company secretary for assistance as required.

5.5 The Committee shall have the power to decide its working procedures and to form investment working team(s) to study investment projects proposed or referred to the Company. The Committee shall have the power to delegate its duties to the investment working team(s) as it deems fit.

6 WORKING PROCEDURES

- 6.1 The investment working team(s) shall be responsible for the preparation and provision of relevant information of the Company for the decision-making of the Committee. Specific procedures are as follows:
- 6.1.1 the relevant departments or subsidiaries (or affiliated companies) of the Company shall submit information regarding the intention, preliminary feasibility research reports and the general information of the counterparties for any major investment, financing and capital investment projects;
 - 6.1.2 the investment working team(s) shall carry out initial review and issue a written opinion on the approval of the project, which shall be submitted to the Committee for record;
 - 6.1.3 the relevant departments of or companies controlled (or held) by the Company shall negotiate with external parties in respect of agreements, contracts, constitutive documents (including their draft) and feasibility research report, and shall report to the investment working team(s); and
 - 6.1.4 the investment working team(s) shall review the above matters and issue written opinions, and submit a formal proposal to the Committee.
- 6.2 The Committee shall convene a meeting to discuss the proposal submitted by the investment working team(s). The results of discussion shall be submitted to the board of directors and provided to the investment working team(s).
- 6.3 The Committee may engage intermediary firms to provide professional advices on its decisions where necessary at the expense of the Company.

7 RULES OF PROCEDURES

- 7.1 The Committee shall at least hold two meetings each year. A notice shall be given to all Committee Members at least seven days prior to the Committee meeting. Meetings shall be convened and presided over by the chairman of the Committee. In the event that the chairman of the Committee is unable to perform such duties, he/she shall designate another Committee Member to act on his/her behalf.
- 7.2 A meeting of the Committee shall not be held unless attended by more than two-thirds of the Committee Members (including members who entrust other members to attend such meeting in writing). Each Committee Member shall have one vote and the resolutions passed at the meeting must be approved by a majority of all Committee Members attending the meeting.
- 7.3 The voting of the Committee shall be taken by registered vote.
- 7.4 The procedures for convening a meeting of the Committee, the voting method and the resolutions passed at such meeting shall be in compliance with the provisions of relevant laws, administrative regulations, other regulatory documents, the Articles and these terms of reference.

- 7.5 The meetings of the Committee shall have complete minutes. Committee Members who attend the meetings shall sign their names on the minutes. The secretary to the Board shall keep the minutes of the Committee meetings.
- 7.6 Resolutions passed at the meeting of the Committee and any vote results shall be reported to the Board in writing.
- 7.7 Committee Members and persons attending the meeting shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose any relevant information without permission.

8 SUPPLEMENTARY PROVISIONS

- 8.1 Unless otherwise specified, the terms used herein shall have the same meaning ascribed thereto under the Articles.
- 8.2 These terms of reference were considered and approved by the Board and shall become effective on the date issued by the Company on The Stock Exchange of Hong Kong Limited.
- 8.3 Any matters not covered by these terms of reference shall be dealt with in accordance with the relevant provisions of the laws, administrative regulations, other regulatory documents and the Articles. In the event that these terms of reference are inconsistent with relevant laws, administrative regulations, other regulatory documents or the Articles promulgated in the future, such laws, administrative regulations, other regulatory documents and the Articles shall prevail and these term of reference shall be amended forthwith and submitted to the board of directors of the Company for approval.
- 8.4 In these terms of reference, the meaning of “no less than” and “at least” includes the number itself, while “less than” and “more than” excludes the number itself.
- 8.5 These terms of reference shall be formulated and amended by the Board, the interpretation of which shall be vested in the Board.

Hong Kong, 3 February 2016