



**GENVON GROUP LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2389)**

Terms of reference (“TOR”) for the Investment and Risk Management Committee passed on 8 October 2014.

**Formation**

The Investment and Risk Management Committee (the “Committee”) was established according to the Board resolution of Genvon Group Limited (the “Company”) passed on 8 October 2014.

**Composition and Quorum**

1. The Committee shall consist of at least four members (“Members”), consist of executive director and senior officer appointed by the Company’s board of directors (“Board”) from time to time.
2. A chairman of the Committee is appointed by the Board of Directors.
3. The company secretary will be the secretary of Committee.
4. Any change to members of the Committee and the Committee Secretary shall be approved by the Committee and the Board of the Company.
5. The Committee shall hold regular meetings, preferably once in each quarter. An interim meeting may be held when necessary.
6. Seven days’ notice or such shorter notice as may be agreed by all Members will be given by the secretary specifying the place, date, time and agenda of the meeting.
7. The quorum necessary for the transaction of the business of Committee shall be three.
8. Unless otherwise provided in these TOR, the meetings and proceedings are governed by the provisions contained in M&A for regulating meetings and proceedings of Directors.
9. Questions arising at any meeting shall be determined by a majority of votes. Chairman of the meeting has casting vote when the votes of the other members are equal on both sides.
10. No member shall vote on any recommendation on his/ her nomination.

11. The secretary of the meeting shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and the minutes are open for inspection at any reasonable times and on reasonable notice by any member of the Board or the Committee.
12. Minutes of meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final version of minutes of meeting should be sent to all members for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
13. Where signatures from all members of the Committee are obtained, the Committee is entitled to pass written resolutions.

### **Duties, powers and functions**

1. Main responsibilities of the Committee are as follows:
  - (a) to analyse the economic conditions and to assess the systematic risks and their impact on the Company;
  - (b) to develop specific measures for risk management;
  - (c) to co-ordinate and monitor the operation and management risk control of holding companies and participating companies;
  - (d) to approve major investment and funding projects and issues concerning the operation of capital, and to advise the Board of Directors on the decision making;
  - (e) to make decisions on ad hoc issues with the authority delegated by the Board of Directors (which will be deemed as decisions of the Board of Directors); and
  - (f) to complete tasks assigned by the Board of Directors.
2. The Committee is accountable to the Board of Directors of the Company. Except for item (e) of Clause 1 above, all proposals of the Committee shall be subject to the final decision of the Board of Directors of the Company.
3. The Committee is entitled to engage third party experts and intermediaries to provide recommendations when necessary.
4. The Committee is entitled to invite third parties, other members of the Board, senior management and staff of all functional departments to attend meetings of the Committee.
5. The interpretation right to these working rules shall be vested on the Board of the Company.