

EAGLE RIDE INVESTMENT HOLDINGS LIMITED
(the “Company”)
TERMS OF REFERENCE
OF
INVESTMENT COMMITTEE

Membership

1. The Committee shall consist of no more than five members appointed by the board of directors of the Company (the “board”), comprising director(s) of the Company and advisor(s)/professional(s) from the securities/investment/technical sector/professional community.
2. The chairman of the Committee shall be appointed by the board.

Frequency and proceedings of meetings

3. The Committee should meet at least four times a year. Additional meetings should be held as the work of the Committee demands.
4. In addition, the chairman of the Committee may convene additional meetings at his/her discretion.
5. The quorum of a meeting shall be two members of whom at least one is a director of the Company.
6. The meetings and proceedings of the Committee shall be governed by the provisions of Article 122 of the Articles of Association of the Company.

Duties and functions

7. The duties and functions of the Committee shall be:
 - (a) to provide market expertise and advice and make recommendation to the board regarding potential investments for the Company in accordance with the investment policies of the Company; and
 - (b) to consider such other topics and matters relating to the investments of the Company as may be requested by the board.

Reporting procedures

8. The Committee should report to the board on a regular basis. At the next meeting of the board following a meeting of the Committee, the chairman of the Committee shall report to the board on findings and recommendations of the Committee.