



ASIA INVESTMENT FINANCE GROUP LIMITED

亞投金融集團有限公司

(Formerly known as Harmonic Strait Financial Holdings Limited 和協海峽金融集團有限公司)

(the “Company”)

TERMS OF REFERENCE

OF

EXECUTIVE COMMITTEE (“Committee”)

Adopted as amended by the Board on 27 March 2012.

Membership

1. The Committee shall consist of all executive directors appointed by the board of directors of the Company (the “Board”).
2. The Chairman of the Committee should be appointed by the Board.

Frequency and Quorum of Meetings

3. The Committee shall meet at least six times every year. Additional meetings should be held as the work of the Committee demands.
4. The chairman of the Committee may convene additional meetings at his discretion.
5. The quorum of a meeting shall be two members of the Committee.

Duties, Powers and Functions

6. The duties, powers and functions of the Committee shall be as follows:
 - (a) To advise the Board in formulating policies and supervise the management to carry out and implement the policies laid down by the Board.
 - (b) Without prejudice to the generality of the foregoing:-
 - (i) to oversee the Company compliance with all statutory duties imposed on it under the relevant legislation;
 - (ii) to oversee the implementation of the strategic plan as adopted by the Board;

- (iii) to oversee and deal with organizational matters, risk management matters, administrative matters and personnel policies of the Company;
- (iv) to liaise and consult with other committees or panels of the Board on all matters in relation to the businesses of the Company;
- (v) to liaise with all regulatory authorities and organizations on all matters relating to the Company provided that it shall not make any commitment on behalf of the Company without the approval of the Board;
- (vi) to advise on matters relating to, and oversee compliance with the Memorandum and Articles of Association of the Company;
- (vii) to engage such external legal or other professional advisers to assist and/or advise it on issues as it considers necessary subject to the relevant expenditure limit approved by the Board from time to time;
- (viii) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (ix) to conform to any requirement, direction, regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company; and
- (x) to delegate at any time and from time to time to any person or sub-committee(s) comprising such members as it sees appropriate, any of its powers and functions conferred on it hereunder.

Reporting Procedures

7. 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 the work, significant decisions, findings and recommendations of the Committee since the last Board meeting.