

HI SUN TECHNOLOGY (CHINA) LIMITED

(Incorporated in Bermuda with limited liability)

RISK MANAGEMENT COMMITTEE

TERMS OF REFERENCE

FOREWORD

The board of directors of the Company (the “Board”) has established a Risk Management Committee (the “Committee”) in accordance with the Corporate Governance Code and Corporate Governance Report (Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”)) with written terms of reference as stated herein.

MEMBERSHIP & SECRETARY

1. **Memberships** : The Committee must consist of a minimum of four members (“Members”). The Committee shall have at least three Directors.

The Committee shall be appointed by the Board from amongst the Directors of the Company and management who are professionals in the relevant aspect of the Company.

2. **Chairman** : The Chairman of the Committee shall be appointed by the Board.
3. **Secretary** : The Company Secretary, or in his absence, his representative, shall act as the Secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

AUTHORITY

4. The Committee is authorized by the Board:
 - (a) to investigate any activity within its terms of reference;
 - (b) to inspect all accounts, books and records of the Company and its subsidiaries (the “Group”); and
 - (c) to seek any information it requires from any relevant parties.
5. The Committee is authorized by the Board where necessary to have access to independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary to perform its function.

DUTIES

6. The Committee shall have the following duties:
 - (a) to review the Group’s risk management systems and internal control systems (including financial, operational and compliance controls) and internal audit function, to ensure that effective and adequate risk management and internal control systems are established and maintained and that sufficient resources are in place for the Group’s internal audit function;
 - (b) to consider the effectiveness of the Group’s decision making processes in crisis and emergency situations and to maintain the Group’s risk management standards; and
 - (c) on an annual basis report to the Board on the effectiveness of the risk management systems and internal control systems (including financial, operational and compliance controls) for the Group and adequacy of resources of its internal audit functions.

ANNUAL GENERAL MEETING & TERMS OF REFERENCE

7. The Chairman of the Committee or in his/her absence, another Member of the Committee or failing which his duly appointed delegate, shall attend the Company’s Annual General Meeting and be prepared to respond to shareholders’ questions on the Committee’s activities and responsibilities.
8. Terms of Reference will be made available on the websites of the Company and The Stock Exchange of Hong Kong Limited.

MEETINGS

9. **Frequency** : The Committee shall meet at least twice a year. Additional meetings should be held if the Committee considers it necessary.
10. **Quorum** : The quorum of a meeting shall be any two Members.
11. **Notice** : Notice of any meetings of the Committee has to be given 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.
12. **Resolutions** : Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. Meetings can also be held in person, by telephone or by tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants.

A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

The Secretary of the Committee shall keep full minutes of all Committee meetings which shall be open for inspection at any reasonable time on reasonable notice by any Member. The minutes should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Members or dissenting views expressed. Draft and final versions of minutes of meetings of the Committee shall be sent to all Members for their comments and records respectively, in both cases within a reasonable period of time after each meeting.

13. **Attendance** : The Committee may, from time to time, invite external advisers and/or other persons as may be considered by the Committee to be appropriate to attend all or any part of any meetings.

However, only Members are entitled to vote at the meetings.

REPORTING PROCEDURES

14. The Secretary of the Committee or his representative shall circulate the minutes of meetings and reports of the Committee to all the members of the Board.
15. The Committee shall report to the Board of its findings, decisions and recommendations unless there are legal or regulatory restrictions on its ability to do so.

(Note: The Chinese version of these terms of reference is a translated version of the English version and is for reference only. In case of inconsistency between the two versions, the English version shall prevail).