

**EGL Holdings Company Limited (the “Company”)  
RISK MANAGEMENT COMMITTEE (“Committee”)  
TERMS OF REFERENCE**

**1. Membership**

- 1.1 The members of the Committee shall be appointed by the Board of Directors (“Board”) and shall consist of at least three non-executive directors, a majority of whom shall be independent non-executive directors of the Company.
- 1.2 The Board shall nominate one of the members who is also an independent non-executive director as the chairman of the Committee.

**2. Meetings**

- 2.1 The Committee shall meet at least twice every year. Additional meetings shall be held at the demand of Committee Chairman, if necessary.
- 2.2 The quorum of a meeting shall be two members of the Committee.
- 2.3 Meetings shall be summoned by the Secretary of the Committee at the direction of the Chairman of the Committee. An agenda and accompanying papers shall be circulated to all members in a timely manner. Such papers and related materials shall be in a form and quality as will enable the Committee to make an informed decision on the matters placed before it.

**3. Attendance**

- 3.1 The Committee may request members of management, the internal auditor and/or external auditors and/or other Board members to be present at meetings of the Committee.

**4. Minutes**

- 4.1 Full minutes of Committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

**5. Authorities**

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. Its work is advisory to the Board. It is authorised to seek from the Company, financial controller, employees and advisers any information it reasonably requires in order to perform its duties and, upon receipt of a request for such information, the Company and the financial controller, employees and advisers will use their reasonable endeavours to ensure that such information is provided promptly.
- 5.2 The Committee is authorised to obtain outside independent professional advice if it considers this necessary and to secure the attendance of external professional advisers at its meetings if it considers this necessary. The Company will pay for any expenses reasonably incurred.

**6. Duties**

- 6.1 The duties of the Committee shall be to:
  - (a) review the Company’s enterprise risk management framework, and the guidelines, policies and procedures for risk assessment and risk management;

- (b) review the Company's High-level related risks (including, without limitation, operational, service performance, regulatory, financial and organisational risks) and key emerging risks and the controls in place to mitigate such risks;
- (c) monitor the Company's risk profile, which may change as a result of changes in the Company's business or changes in the external environment;
- (d) conduct periodic "deep dive" reviews on selected key risk areas, as the Committee deems appropriate;
- (e) review the effectiveness of the risk management function, including staffing level and qualification;
- (f) review the Company's crisis management arrangements; and
- (g) review the company's surplus cash management on a quarterly basis, and provide recommendation to improve the company's surplus cash management.

**7. Publication of the Terms of Reference**

7.1 The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on both websites of The Stock Exchange of Hong Kong Limited and the Company.

13 November 2014