



雅居樂

Agile Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

Terms of Reference for Risk Management Committee

ADOPTED ON 18 AUGUST 2016

Terms of Reference for Risk Management Committee

The board of directors (the “**Board**”) of **AGILE GROUP HOLDINGS LIMITED** (the “**Company**”) has by way of a written resolutions dated 18 August 2016 established a risk management committee (the “**Committee**”) and adopted these Terms of Reference. The Committee’s constitution and duties are set out below:-

Membership and Quorum

1. The members of the Committee (the “**Members**”) shall be appointed by the Board amongst the directors of the Company and shall consist of not less than three members. A quorum for the meeting of the Committee shall be two Committee members.
2. The chairperson of the Risk Management Committee shall be appointed by the Board. Attending Members may elect another to chair the Committee meeting during the absence of the chairperson of the Committee.

Attendance at Meetings and Secretary

3. In addition to the Members, the Chief Financial Officer and the head of Internal Audit Department of the Company or any of his or her representative shall attend the meetings. The Committee may, from time to time, invite any Board member or senior management or any other person to attend any of its meetings so as to ensure that the Committee can discharge its duties and obligations.
4. The Company Secretary or his or her delegate or such other person appointed by the chairperson of the Committee shall be the secretary of the Committee.

Frequency and means or procedure of meeting

5. Meeting(s) shall be held at least once a year or additional meeting, if needed, may be convened by the Member(s).
6. The Committee may, from time to time, adopt the means or procedure governing the convening of Committee meetings.

Authority

7. The Committee shall have the rights to investigate and carry out such related matters in accordance with its terms of reference, including to obtain any information it requires from any employees of the Company and its subsidiaries (collectively, the “**Group**”) and any such employee are required to co-operate with any request made by the Committee so that the Committee can discharge its duties and obligations.

8. The Committee shall have the rights to seek advice from external professionals or intermediaries and to invite such advisers to attend the meetings of the Committee. Any expense incurred in relation thereto shall be borne by the Company in full.

Duties

9. The duties of the Committee shall include, but not limited to the following:-
 - (a) to consider and formulate risk management framework, to identify, analyze, evaluate and determine the risks faced by the Group, to systematically organize, mitigate and monitor risks and identify and deal with the risks face by the Group, including but not limited to strategic, financial, operational, legal and regulatory risks;
 - (b) to review and assess the effectiveness of the Group’s management framework (including risk management programme, the risk management systems and the internal audit function relating to risk management);
 - (c) to be responsible for monitoring the implementation of risk control and ensuring appropriate internal risk controls are effectively implemented;
 - (d) to ensure the controls and coordination of the internal control in line with the risk acceptable level of the Board;
 - (e) to review the changes in the nature and extent of significant risks, and the Company’s ability to respond to changes in its business and external environment;
 - (f) to monitor continuously the scope and quality of risk management and the other providers of assurance (where applicable);
 - (g) to monitor the incidence of significant control failings or weakness that has been identified at any time during the period and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company’s financial performance or conditions;

- (h) to report any significant risk management issues to the Board and suggest solutions; and
- (i) to handle any other tasks as instructed by the Board.

Reporting Procedures

10. The secretary of the Committee shall circulate the relevant minutes of meetings of the Committee to all members of the Board.