



Q TECHNOLOGY (GROUP) COMPANY LIMITED

丘鈇科技（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1478)

(hereafter the “**Company**”)

Risk Management Committee – Terms of Reference

1. Members

- 1.1 The risk management committee should be established by the board of the Company (the “**Board**”). It should comprise at least three members, a majority of whom shall be independent non-executive directors of the Company.
- 1.2 The risk management committee must be chaired by an independent non-executive director within the risk management committee and appointed by the Board.
- 1.3 The term of appointment to risk management committee members are determined by the Board at the appointment date.

2. Secretary of Risk Management Committee

- 2.1 The company secretary of the Company shall act as the secretary of the risk management committee.
- 2.2 The risk management committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the risk management committee.

3. Meeting

- 3.1 The member of risk management committee shall meet at least quarterly. The member of risk management committee can call for additional meeting anytime when it is necessary.

- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the risk management committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.
- 3.3 The quorum necessary for the transaction of business of the risk management committee shall be two members of the risk management committee, one of whom shall be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the risk management committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the risk management committee shall be passed by more than half of the members.
- 3.6 The resolution passed and signed by all members of risk management committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of risk management committee meeting should be kept by a duly appointed secretary of the risk management committee and be available for review by the directors of the Company. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the risk management committee, the chairman or chairlady of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the member of the risk management committee can vote in the meeting.

5. Annual General Meeting

- 5.1 The chairman or chairlady of risk management committee or (if absent) the other member of risk management committee should attend the annual general meeting of the Company, handled the shareholders' enquiry on the activities and responsibilities related to the risk management committee.

6. Duties and Powers

The risk management committee shall have the following duties and powers:

- 6.1 require regular report from the management or responsible director of the Company on the wealth management products of the Company and its subsidiaries (the "**Group**"), which enable the risk management committee to ensure the policies and requirements in respect of the operation and risk control of the Group's wealth management products are appropriate;
- 6.2 review and assess the Group's investment in wealth management product in terms of whether such investment complies with its treasury and investment policies, the fund safety of and risks associated with such investment;
- 6.3 review the remedial actions in respect of policy breaches, if any;
- 6.4 review the risks associated with, and approve, the purchase of wealth management products with single transaction amount exceeding RMB50 million as requested from time to time. As part of the approval process of the Group's wealth management products, the risk management committee will, inter alia, review and assess the expected return of the wealth management products with similar principal amount, and the track record of relevant issuers and similar wealth management products previous sold in the market; and
- 6.5 consider, review and approve the amendments to the Group's policies and requirements in respect of the operation and risk control of the Group's wealth management products.

7. Reporting

7.1 The risk management committee shall report to the Board at least quarterly.

8. Authorisation

8.1 The risk management committee is authorized by the Board to request from employee or director of the Company to provide any information and reports within the scope of its duties.

8.2 The risk management committee should have access to independent professional advice at the Company's expense, and to secure the independent party possessing the relevant experience and profession to attend the meeting if necessary, to perform its responsibilities as a member of the risk management committee.

Remark:the independent professional advice can be sought via the chief financial officer or the company secretary

8.3 The risk management committee should be provided with sufficient resources to perform its duties.

Revised and effective on 24 March 2016