

## **Terms of Reference for Inside Information Committee (the “Committee”)**

### **Objective**

Assist the board of directors (the “Board”) to identify and evaluate the potential inside information (as defined under the Securities and Futures Ordinance )(the “Inside Information”) and immediately recommend to the Board for any consideration or decision of the Committee.

### **Constitution**

The Committee is established Pursuant to a resolution passed by the Board of the Company at its meeting held on 5 May 2014.

### **Membership**

1. The Committee members shall consist of not less than three in numbers, who shall be appointed by the Board from amongst the directors (including executive directors, non-executive directors and independent non-executive directors) and any person involved in the management of the Company.
2. The Chairman of the Committee shall be appointed by the Board from amongst the executive directors.
3. The members of the Committee shall be appointed and removed by resolutions passed by the Board from time to time.
4. The Committee should be established with specific written terms of reference which deal clearly with its authority and duties.
5. The Committee may from time to time appoint Board Secretary or any other person as the secretary of the Committee.

### **Meetings and Quorum**

1. The Committee will meet at such times as shall be necessary or appropriate.
2. All meetings of the Committee may be held by telephone or other electronic means.
3. The quorum for the meeting shall be two members of the Committee.
4. Notice shall be given to the Committee members before each meeting (except for special circumstances). Notice of meeting shall state the purpose, time and venue of the meeting.
5. Agenda of Committee meeting and accompanying meeting papers should be sent to all committee members at least 3 days before the intended date of the meeting (except for special circumstances).

6. Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.
7. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised or dissenting views expressed by members. Draft and final versions of the minutes of Committee meetings shall be sent to all committee members for comments and records respectively, in both cases within a reasonable time after the Committee meeting is held. And the final version shall be sent to the Board for their records within a reasonable time after the meeting.

### **Authority**

1. The Committee is authorised by the Board to perform its duties within the scope of its terms of reference and obtain any information required from the senior management of the Company to facilitate its understanding of the issue.
2. Where necessary, the Committee should seek independent professional advice and assistance, at the Company's expense, to perform its duties, responsibilities and functions.
3. The Committee should be provided with sufficient resources to perform its duties.

### **Roles and Responsibilities**

The roles and responsibilities of the Committee shall include:

1. to develop and review the Company's policies and practices on Inside Information;
2. to review whether any event or information is considered to be Inside Information;
3. to consider and review disclosure or non-disclosure of Inside Information;
4. to review the application of the safe Harbours in the circumstances of an Inside Information;
5. to review whether reasonable precautions are in place for preserving confidentiality of Inside Information;
6. to review whether the confidentiality of Inside Information is maintained;
7. to consider whether trading suspension is required;
8. to review announcements of Inside Information and holding announcement, if applicable; and

9. to make recommendations to the Board on the disclosure of Inside Information in compliance with the established disclosure policy and guidelines adopted by the Board, the applicable laws and regulations, including but not limited to Rules Governing The Listing Of Securities On The Stock Exchange of Hong Kong Limited and the Securities and Futures Ordinance..

#### **Reporting Procedures**

The Chairman of the Committee shall report the Committee's consideration or decision and make appropriate recommendations to the Board immediately.