

## COMPUTIME GROUP LIMITED

### Terms of Reference for Executive Committee

#### **Purpose**

1. The main function of the Executive Committee is to assist the board of directors (the "**Board**") of Computime Group Limited (the "**Company**") in monitoring and handling the management and operations of the day-to-day business of the Company, and implementation of the strategic plans of the Company and its subsidiaries (the "**Group**"). Such authorization may be revoked at the discretion of the Board. The Executive Committee should report to the Board as and when required.

#### **Composition**

2. The Executive Committee shall comprise all executive directors of the Company. The Chairman of the Board shall be the Chairman of the Executive Committee and the Company Secretary shall be the secretary of the Executive Committee.

#### **Meetings**

3. The Executive Committee shall meet at any time or from time to time if circumstances require. A meeting of the Executive Committee may be convened by any of its members, or by the secretary of the Executive Committee at the request of any of its members.
4. The quorum for meetings of the Executive Committee shall be two members. Unless otherwise specified herein, the provisions contained in the Memorandum and Articles of Association of the Company (as amended from time to time) and all other applicable laws, codes, orders, rules, regulations and guidelines for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Executive Committee.
5. The Chairman shall be responsible for leading the Executive Committee, including scheduling meetings, preparing agendas (if any) and making regular reports to the Board. The Chairman shall preside at all meetings of the Executive Committee and in his/her absence, the members present shall elect any member to chair a meeting of the Executive Committee.
6. The company secretary of the Company shall attend all meetings of the Executive Committee and in his/her absence, the members present at a meeting shall elect another person to act as the secretary of the meeting.
7. The Executive Committee may invite other persons to attend the whole or part of any meeting as considered appropriate.
8. Reasonable notice should be given of a meeting of the Executive Committee and such notice shall be sent to each member of the Executive Committee and to any other

person invited to attend as appropriate. So far as practicable, an agenda and accompanying supporting papers shall be sent to all members of the Executive Committee and to other attendees as appropriate within a reasonable time prior to the date of the meeting.

### **Reporting Procedures**

9. The Executive Committee shall evaluate and assess the effectiveness of the Executive Committee and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.
10. All businesses transacted at the respective meetings of the Executive Committee shall be well documented in the form of minutes. Minutes of meetings of the Executive Committee and the record of individual attendance at such meetings shall be prepared and circulated to members for comments and reported to the Board at the forthcoming regular Board meeting held after the meetings of the Executive Committee.

### **Authority**

11. The Executive Committee is authorised by the Board to oversee all key operating and functional areas within the Group and to authorise directors, senior management, employees of the Group or others to execute the respective transactions and related matters.

### **Responsibilities and Duties**

12. The main duties of the Executive Committee shall be as follows:-
  - (a) to monitor the execution of the Company's strategic plans and operations of all business units of the Group;
  - (b) to discuss and make decisions on issues/matters relating to the Group's day-to-day management and operations;
  - (c) to review and update the challenges of major business activities and project investment of the Group, determine the setting of management targets, examine major investments and to monitor trading and management performance and its supervision;
  - (d) to appoint and remove the operational management and to approve any changes to the scope of the authority delegated to the management;
  - (e) to exercise the functions and responsibilities of the Board between its regular meetings; and
  - (f) to consider any other matters as may from time to time be delegated to it by the Board.