



Incorporated in Bermuda with limited liability
Stock Code: 494

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE – TERMS OF REFERENCE

Constitution

1. The Committee was established by the Board on August 20, 2001.

Objective

2. To assist the Board in overseeing the Company's policies, practices and strategies pertaining to its ability to identify, manage and mitigate risks to its business and reputation, including those that pertain to sustainability and corporate responsibility.

Membership

3. Under the constitution, the Committee must consist of not less than three members. At least one of the members should be an Independent Non-executive Director.
4. Company Secretary shall act as the secretary of the Committee.

Duties

5. The duties of the Committee shall include the following:
 - (a) To identify and evaluate potential risks (including, among others, investment, regulatory, business, and reputation risk) and threats to the Company and to ensure the Company's abilities to mitigate and manage the identified risks and threats;
 - (b) To advise the Board on the Company's policies, practices and strategies on corporate responsibility and sustainability, including, among others, social, environmental, and ethical matters including human rights and International Labour Organization core labour standards;

- (c) To suggest remedial actions/contingency plans to respond to threats, adverse events or the possibility thereof; and
- (d) To perform such other duties as may be delegated to the Committee by the Board.

Meetings

- 6. Quorum of meeting shall not be less than two members.
- 7. The Committee may invite such other persons (including senior management of the Company, internal and external auditors, lawyer and consultant) to its meetings, as it deems necessary.
- 8. The Committee shall meet at least four times per annum.

Authority

- 9. The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary.
- 10. The Committee shall have rights to obtain legal and other professional advice as it considers this necessary.

Reporting Procedures

- 11. Management shall submit findings in relation to financial, legal, operational risks and sustainability matters to the Committee. After deliberation of the findings by the Committee, the Head of Corporate Compliance shall circulate the major findings to the Audit Committee.
- 12. The secretary shall circulate the minutes of meeting and recommendations of the Committee to all members of the Board for consideration.

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