



ROADSHOW HOLDINGS LIMITED

路訊通控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 888)

TERMS OF REFERENCE OF RISK COMMITTEE

(Adopted at the Board meeting held on 27 November 2015)

1. Objectives

The Risk Committee (the "Committee") is to oversee the Company's and its subsidiaries' (collectively, the "Group") overall risk management framework and to advise the Board on the Group's risk-related matters.

2. Duties and Responsibilities

The Committee should assume the following duties and responsibilities:

- 2.1 advise the Board on the Group's risk appetite statement(s), risk principles and other risk-related issues including corporate actions and proposed strategic transactions such as mergers, acquisitions and disposals;
- 2.2 oversee the risk management framework to identify and deal with financial, operational, legal, regulatory, technology, business and strategic risks faced by the Group and amend and supplement this from time to time;
- 2.3 approve the Group's risk policies and risk tolerances;
- 2.4 consider emerging risks relating to the Group's business and strategies to ensure that appropriate arrangements are in place to control and mitigate the risks effectively;
- 2.5 review risk reports and breaches of risk tolerances and policies; and
- 2.6 review and assess the effectiveness of the Group's risk control/mitigation tools including the enterprise risk management programme, the risk management systems, the internal audit function relating to risk management and the Group's contingency plans.

* For identification purpose only

3. Membership

- 3.1 The Committee, which must be chaired by an independent non-executive director, shall consist of three or more non-executive directors, at least one of whom should be an independent non-executive director.
- 3.2 The Board appoints all the members of the Committee and nominates one of the members as the Chairman of the Committee.

4. Frequency and Proceedings of Committee Meetings

- 4.1 The Committee shall meet at least twice every financial year.
- 4.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
- 4.3 A meeting of the Committee may be convened by the Company Secretary on request of a member of the Committee. The Company Secretary shall convene a meeting of the Committee of which notice may be given in writing or by telephone or in such other manner as the Committee may from time to time determine.
- 4.4 The quorum of a meeting shall be two members of the Committee. One of whom must be an independent non-executive director. A meeting shall not proceed in the absence of a quorum.
- 4.5 The Committee may, at its discretion, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

5. Authority and Access

- 5.1 The Committee shall have authority to require the attendance of the external or internal auditors, external consultants, or such members of management as it needs to fulfill its responsibilities. It shall also have authority to require any Company's documents to discharge its duties.
- 5.2 The Committee shall have authority to obtain external professional advice at the Company's expense. The purpose and cost of such requests shall be reported to the Board.
- 5.3 The Committee shall have separate and independent access to the Company's senior management and the management should supply to the Committee with adequate information in a timely manner.
- 5.4 The Committee should be provided with sufficient resources to perform its duties.

Risk Committee

Terms of Reference

- 5.5 The Company Secretary or a nominee shall act as the secretary of the Committee and should keep full minutes of the Committee meetings. Draft and final version of the meeting minutes should be sent to all Committee members for their comment and records within a reasonable time after the meeting.

6. Reporting

- 6.1 The Committee's proceedings shall be recorded in minutes which shall be included in the papers prepared for the next Board meeting after each meeting of the Committee.
- 6.2 The Chairman of the Committee shall report to the Board as soon as possible after each Committee meeting.

* *Copy of the Terms of Reference of the Committee is available upon request is made to the Company Secretary of the Company.*