



VINDA INTERNATIONAL HOLDINGS LIMITED

維達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3331)

EXECUTIVE COMMITTEE TERMS OF REFERENCE

1. COMPOSITION

- 1.1 The committee shall comprise all executive directors the Company.
- 1.2 Only the members of the committee have the right to attend committee meetings. Notwithstanding the foregoing, other directors, external advisers and other parties may be invited to be present at the whole or any part of a committee meeting in an appropriate manner as and when appropriate.
- 1.3 The chairman of the board of directors shall be the chairman of the committee.
- 1.4 A member of the committee departed from the Company shall immediately and automatically cease to be a member of the committee.

2. SECRETARY

- 2.1 The secretary of the Company shall be the secretary of the committee.

3. FREQUENCY OF MEETINGS

- 3.1 Committee meetings shall be held regularly every quarter or as and when deemed necessary by the chairman. A meeting chairman should be elected if the committee chairman cannot attend the meeting.

4. NOTICES OF MEETINGS

- 4.1 Committee meetings shall be convened by the secretary of the committee.
- 4.2 Unless waived by all members of the committee, a notice confirming the venue, time and date of each meeting accompanied by an agenda of the matters to be discussed shall be sent to each member of the committee one day before the date of the meeting. Meeting documents shall be sent to the members of the committee and other appropriate attendees at the same time.

5. PROCEEDINGS OF MEETINGS

- 5.1 The quorum of the committee for conducting businesses shall be two members. Committee meetings duly convened with the necessary quorum present shall have the power to exercise all or any authorities, powers and discretion granted to or exercisable by the committee.
- 5.2 Resolutions proposed at any committee meeting shall be passed by the majority of the members present at the meeting. In the case of an equality of votes, the chairman of the committee shall have the casting vote.
- 5.3 Unless otherwise stated in these terms of reference, committee meetings and their proceedings shall be governed by the provisions set out in the articles of association of the Company governing board meetings and their proceedings.
- 5.4 Subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the “Listing Rules”) and applicable laws and regulations, written memorandum signed by all members of the committee for the time being (other than those who are temporarily unable to act by reasons of being outside Hong Kong, ill-health or disabilities) or their alternate directors, as long as they constitute the necessary quorum, and annexed or attached to the minute book of the board of directors shall be valid and effective as if it was passed at a duly convened and held committee meeting.

6. MINUTES OF MEETINGS

- 6.1 The secretary shall record all proceedings and resolutions of all meetings of the committee, including the names of those attended and present, in the minutes of the meetings.
- 6.2 Minutes of the committee shall be circulated to all members of the committee and submitted to the board of directors for ratification at a regular board meeting as soon as possible within a reasonable time after the meeting.

7. AUTHORITIES

- 7.1 The committee is authorised by the board of directors to:
- (a) review and approve any matter under these terms of reference.

8. DUTIES

- 8.1 The duties of the committee include the followings:
- (a) To review the Company’s annual budgets and any amendment thereto;
 - (b) To review new investment projects and non-project CAPEX with amount of RMB10 million or above;
 - (c) To review the Company’s material business plans, such as mergers and acquisitions and major business plans;
 - (d) To review the Company’s proposals for restructuring and major asset disposal with a net asset value of RMB10 million or above;

- (e) To review and approve material legal and professional fees;
- (f) To listen to the quarterly reports of the internal audit department;
- (g) To review the Company's annual salary adjustment plans and major remuneration incentive schemes;
- (h) To consider the appointment, dismissal and remuneration of the senior management (Business Director grade or above);
- (i) To engage and seek advice from external advisors where appropriate;
- (j) To review and approve major financing proposals and treasury management proposals;
- (k) To review and approve board meeting agenda; and
- (l) To carry out any other duties assigned by the Board from time to time.