



LOCO HONG KONG HOLDINGS LIMITED
(the “**Company**”)

TERMS OF REFERENCE

OF

EXECUTIVE COMMITTEE

(the “**Committee**”)

(Adopted by the Board with effect from 19 December 2016)

Membership

1. The Committee shall be appointed by the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) from amongst the Directors and the key personnel of the Company and shall consist of not less than three members, at least two of whom is an executive Directors.
2. The Committee shall be chaired by an executive Director of the Company.
3. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the Articles of Association of the Company.
4. The appointment of the members of the Committee may be revoked, and new members can be appointed in place by resolutions passed by the Board and by the Committee.
5. No alternate Committee member can be appointed.

Frequency and proceedings of meetings

6. The Committee shall meet as the Company’s business require. All Committee members are expected to attend each meeting, in person or via tele or video conference.
7. The Committee members shall elect among themselves a Chairman at each meeting. The Committee members shall also appoint the secretary to the Committee (who

should normally be the Company Secretary or his/her nominee) from time to time.

8. The quorum of a meeting shall be two members of the Committee and shall be Directors.
9. The existence of any conflicts of interests from the member of the committee, such member shall not be counted towards the quorum and the member must be abstained from voting on any resolution of the Committee in which he or his associates has a material interest.
10. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Notice of Meetings

11. Notice of meetings shall be given to all members of the Committee at least seven days (or shorter period is accepted if all members of the Committee consent to) before the meeting.

Committee's Resolutions

12. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications.

Authority

13. The Committee is authorised by the Board to operate in accordance with its terms of reference. It is authorised to obtain independent professional advice at the Company's expense.
14. The Committee is to be provided with sufficient resources to perform its duties.

Duties

15. The duties of the Committee shall include:

- a) To monitor the formulation, revision and implementation of the Company's strategic plans;
- b) Formulate and revise the Company's business plan in accordance with the Company's strategic plan;
- c) To monitor the execution of the Company's business plans and the Company's business operations;
- d) To monitor the operation of the Company's subsidiaries;
- e) To approve the scope of authority delegated to the Senior Management of the Company and its changes;
- f) To review and approve the financing matters within the financing plan resolved and passed by the Board (including bank loans and trusts etc.) and their corresponding guarantee matters;
- g) To exercise the following power in accordance with the needs of the Company and its subsidiaries:
 - i. banking facilities and/or financial instruments to be granted to or issued by the Company for the needs of the Company and its subsidiaries;
 - ii. the grant of any loan or other financial assistance to the Company's subsidiaries and/or associates;
 - iii. the provision of corporate guarantees, indemnity and/or letters of comfort by the Company for its subsidiaries and/or associates;
 - iv. the opening of bank or securities related accounts and other ancillary matters including appointing the signatories and approving the terms and mandate for such accounts; and
 - v. to affix the Company's seal on any instrument or document related to the above items and approve any one or more of the Directors of the Company to sign the instrument or document.

- h) To authorize one or more Directors for executing relevant documents to be filed and/or submitted to regulatory authorities on behalf or in the name of the Company; and
- j) To deal with any other specific business authorized to this Committee by the Board.

Reporting Procedures

- 16. The Committee should report to the Board on a regular basis.
- 17. The secretary of the Committee shall circulate the minutes of meetings and written resolutions of the Committee at the request of the Board. The Board has the rights to request the Committee to inform the Committee's activities, decisions and recommendations.

Availability and update of the terms of reference

- 18. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.