

CMB Wing Lung Bank Limited

The Terms of Reference for the Management Committee

1. Appointment

The Board may from time to time appoint the members of the Management Committee (the “Committee”), to whom the Board may entrust and confer upon any of the power exercisable by the Board as provided in the Articles. The Committee may be given full authority to manage all the affairs of the Bank.

2. Main responsibilities

- To implement agreed policies and to execute business plans approved by the Board
- To review and approve the policies with the authority granted by the Board as well as make recommendations to the Board with respect to the key policies
- To assist the Board to formulate the Bank’s risk appetite and strategies for managing various types of risk to which the Bank’s business are exposed; and the implementation and maintenance of the overall risk management framework across the Bank’s business
- To ensure smooth day-to-day operations of the Bank within applicable laws and policies approved by the Board
- To oversee the specific committees of the Bank, and delegate authority and power to these committees for daily monitoring as the Committee thinks fit from time to time
- To collect market information and to recommend policy and strategy to the Board
- To manage the Bank’s business in a prudent manner
- To provide timely information to other members of the Board and keep them apprised of the latest development of the Bank so as to enable them to discharge their duties
- To carry out any other matters as the Board thinks fit from time to time

3. Frequency of meeting and Quorum

The Committee may convene a meeting if the members consider that one is necessary. A quorum shall be two members. The members present at the meeting shall choose one of their members to be the Chairman of the meeting.

4. Minutes

Any minutes signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

5. Resolution

A resolution in writing signed by two of the members shall be effective for all purposes as resolution passed at a meeting of the Committee duly convened.

6. Secretary

The Committee is served by the secretary who is responsible for taking proper records of committee meetings, filing of records and any other matters incidental thereto.

7. Review

The Terms of Reference for the Committee should be reviewed annually.

Revised on 18.03.2014