

These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

ATLINKS GROUP LIMITED

RISK MANAGEMENT COMMITTEE – TERMS OF REFERENCE

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved the establishment of the risk management committee (the “**Committee**”) on 18 January 2018.

Membership

2. The members shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors of the Company. Two members shall form a quorum. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) from time to time.
3. The chairperson of the Committee shall be appointed by the Board and should be an independent non-executive Director and in his/her absence, members present may elect any member to chair the Committee meeting.

Attendance at meetings

4. Only members of the Committee have the right to attend the Committee meetings. However, other individuals such as other Directors, the head human resources and relevant senior manager may be invited to attend for all or part of any meeting, as and when appropriate. The company secretary of the Company or his/her representative shall be the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

Frequency and procedure of meetings

5. Meetings shall be held at least once a year or as requested by the Board or the chair of the Committee to consider and review the risk management policies of the Company and make recommendations to the Board. The members may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

Authority

6. The Committee is authorised by the Board to deal with any activity within its terms of reference. It is authorised by the Board to seek any information it

requires from any employee of the Company and its subsidiaries (together, the “Group”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee

7. The Committee is authorised by the Board to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary
8. The Committee is authorised by the Board to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
9. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
10. The Committee may, from time to time, seek advice from the special personnel consulting groups so as to ensure that the Board remains informed of market trends and practices.

Duties

11. The duties of the Committee shall be:
 - (a) to oversee the Group’s risk management and internal control systems on an ongoing basis to identify and deal with financial, operational, legal, regulatory, compliance, technology, business and strategic risks faced by the Group;
 - (b) to conduct research on and make recommendations to the Board on the Group’s risk management and internal control system in respect of the Group’s operations and business development;
 - (c) to liaise with the Board and other senior management of the Group to ensure development and maintenance of the Group’s system to identify, measure and manage risks in respect of the Group’s operations and business development;
 - (d) to advise the risk profile and risk management strategy of the Group; to consider, review and approve risk management policies and guidelines and to decide on risk levels and related resources allocation;
 - (e) to review the risk reporting record of the Group and material risk management updates and reports of material breaches of risk limits and to assess the adequacy of proposals. To undertake an annual review of the risk management framework, including confirming to the Board that the risk management is independent of business units, and to

ensure adequate resources and authority to operate effectively and deliver timely, accurate and detailed information; and

- (f) to monitor the implementation of risk management measures and procedure and to review the effectiveness of the Group's risk management system.

Other procedures

12. The chair of the Committee, in consultation with the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The chair of the Committee, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at the Committee meeting and be briefed on the issues arising at each Committee meeting at least 3 days before the intended date of a meeting (or other period agreed by the Committee). The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting. The Secretary shall maintain as part of the Company's corporate records all approved minutes of the Committee meetings and reports, which should be open for inspection at any reasonable time on reasonable notice by any Director. The chair of the Committee shall report at the forthcoming regular board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
13. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the Corporate Governance Practice Manual of the Company.

Publication of the terms of reference

14. The terms of reference of the Committee will be posted on the websites of the Company and the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, and will be made available upon request.