

# LUMINA GROUP LIMITED

## 登嵐集團有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8470)**

(the “Company”)

### **RISK AND TECHNICAL COMMITTEE — TERMS OF REFERENCE**

Approved by the board of directors of the Company (the “**Board**”) on 22 September 2017.

#### **1 MEMBERSHIP**

- 1.1 The risk and technical committee (the “**Committee**”) shall be appointed by the Board from time to time from amongst the directors and senior management of the Company and shall consist of not fewer than three members who are experienced in the fire safety and/or engineering industry.
- 1.2 The chairman of the Committee shall be appointed by the Board.
- 1.3 The term of office of a member of the Committee shall be determined by the Board.

#### **2 MEETINGS**

##### 2.1 Secretary

Save as otherwise appointed by the Committee, the company secretary of the Company shall be the secretary of the Committee and in the absence of the company secretary, a member of the Committee or his/her nominee shall act as the secretary.

##### 2.2 Frequency and proceedings of meetings

- (i) The Committee shall meet at least twice a year.
- (ii) The quorum of a meeting of the Committee shall be two members. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- (iii) With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- (iv) Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

##### 2.3 Notice of meetings

- (i) Meetings of the Committee shall be called by its chairman or at the request of the Board.
- (ii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company and any other person required to attend, no fewer than five working days prior to the date of the meeting.

### **3 AUTHORITY**

- 3.1 The Committee shall be accountable to the Board and shall advise the Board on high level risk related matters, risk management and internal control.
- 3.2 The Committee is authorised by the Board to conduct any investigation within its scope of powers. In the discharge of its duties as set out below, the Committee is authorised to seek any information it requires from any employee of the Company and its subsidiaries and all such employees are directed to co-operate with any request made by the Committee.
- 3.3 The Committee is authorised by the Board, at the Company's expense, to appoint legal or other independent professional advisers with relevant experience and expertise to assist the Committee in the discharge of its duties set out in these terms, and to secure the attendance of such professional advisers at its meetings if it considers it necessary.
- 3.4 The Committee is authorised to require management of the Company to provide it with such resources as may be necessary for it to discharge its duties as set out in these terms.
- 3.5 The Committee should be provided with sufficient resources to perform its duties.

### **4 DUTIES, POWERS AND FUNCTIONS**

The duties of the Committee include the following:-

- (a) to review the effectiveness of the Company's risk management policies and standards;
- (b) to monitor the risk exposed to the Company and its subsidiaries during the course of provision of fire safety services to the customers of the Company and the implementation of the related internal control procedures;
- (c) to review the major investigation findings on risk management matters and management's response to these findings as delegated by the Board or on its own initiative
- (d) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (e) recommend to the Board any appropriate extensions to, or changes, in the duties of the Committee;
- (f) to report to the Board on above matters; and
- (g) to consider any other matters, as referred to it from time to time by the Board; .

## **5 REPORTING PROCEDURES**

- 5.1 Full minutes of the meetings of the Committee should be kept by the secretary of the Company. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 5.2 The secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board.
- 5.3 Chairman of the Committee or other Member who is authorized by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

## **6 INTERPRETATION**

Interpretation of these terms of reference shall belong to the Board.