

REF HOLDINGS LIMITED
(“Company”)

Terms of reference
of
Compliance Committee
(“Committee”)

Adoption Date : 11 May 2016

Membership

1. The Committee shall consist of at least three directors with majority of independent non-executive directors appointed by the board of directors (“the Board”) from time to time.
2. The Board shall appoint one of the members as the Chairman of the Committee.
3. The company secretary of the Company or a nominee shall be the Secretary of the Committee.

Frequency and proceedings of meeting

4. The Committee meetings will be held within four months right after the last meeting held by the Committee members with the presence of representatives of the legal advisers of the Company. Additional meetings shall be held as the work of the Committee demands.
5. The Chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of the Committee meeting shall be two members of the Committee, both of whom shall be Independent non-executive directors of the Company.
7. The Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
8. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

Functions

9. The Committee shall:
 - (a) investigate any non-compliance or regulatory activity within its terms of reference;

- (b) seek information from any employee, member of the management, Director, agent, consultant or advisor, external auditor, internal auditor, counterparties and all such persons will be directed to co-operate with any request made by the Committee;
- (c) consult any external legal, accounting or other independent professional body and to invite the attendance of outsiders with relevant experience and expertise without reference to management;
- (d) approve expenses relating to the seeking of external advice and on the establishment of compliance management system;
- (e) delegate appropriate authority to the management for execution of instructions when considered appropriate;
- (f) ensure compliance by the Company and its subsidiaries (the "Group") of all relevant laws, rules, guidelines and regulations applicable to the Group from time to time;
- (g) be provided with sufficient resources to discharge its duties;
- (h) oversee all regulatory and compliance matters and corporate governance requirements;
- (i) review and monitor the ongoing compliance with the GEM Listing Rules and relevant laws and regulations;
- (j) note any material deficiencies and take remedial actions if necessary and at all times keep the Board abreast of any such actions and/or developments; and
- (k) review the disclosures in the Company's interim, annual and quarterly reports regarding any regulatory deficiencies and remedial actions.

Duties

10. The duties of the Committee shall include:

- (a) to establish, maintain and approve the compliance system of the Group;
- (b) to support and provide instruction to ensure that each department to establish, execute and maintain its compliance system;
- (c) to approve the compliance manual and ensure it is updated;

- (d) to organise education and training programmes on compliance, including compliance seminars;
- (e) to monitor the status of the compliance system;
- (f) to investigate compliance problems and take appropriate measures when one arises (it may instruct the relevant department(s) to deal with the problem depending on its nature); and
- (g) to delegate the day-to-day implementation and monitoring of compliance system to the compliance officer.

Reporting Procedures

11. The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all directors of the Company.