

VALUE CONVERGENCE HOLDINGS LIMITED
Terms of Reference of the Finance Committee

1. Constitution

The Directors of the Company have established a Committee of the Board known as the Finance Committee pursuant to Article 140 of the Articles of Association of the Company.

2. Membership

2.1 The Finance Committee is to be composed of not less than two Executive Directors. In addition, the Chief Financial Officer is to be co-opted to the Finance Committee in a non voting capacity and the Board may from time to time co-opt such other Management personnel to the Finance Committee in a non voting capacity as the Board considers desirable.

2.2 Members of the Finance Committee may only be appointed or removed, and Management personnel may only be co-opted to the Finance Committee or removed, in each case, by a decision of the Board.

2.3 The Chairman of the Finance Committee shall be appointed and removed by a decision of the board.

3. Quorum

Unless otherwise agreed by all voting members of the Finance Committee, two voting members of the Finance Committee shall be a quorum.

4. Frequency

The Finance Committee shall meet as and when required.

5. Duties

(a) The Finance Committee's duties are to conduct reviews on matters such as Group wide financial, accounting, treasury and risk management policies, major financing transactions, corporate plans and budgets. The Finance Committee will also review major acquisitions and investments and their funding requirements.

(b) The Finance Committee shall report to the Board in relation to the Finance Committee's significant decisions and recommendations which ought properly to be brought to the attention of the full Board.

6. Management personnel co-opted to the Finance Committee in a non voting capacity

Management personnel co-opted to the Finance Committee in a non voting capacity:

(a) shall be entitled to receive notices of meetings of the Finance Committee, together with any supporting board papers provided to the members of the Committee with the relevant notice, and to participate in discussions at meetings of the Finance Committee, but shall not be entitled to vote on any matter to be decided, or any recommendation to be made, by the Finance Committee; and

(b) shall not be considered to be members of the Finance Committee for any purpose.