

**VALUE CONVERGENCE HOLDINGS LIMITED**  
**Terms of Reference of the Regulatory Compliance Committee**

**1. Constitution**

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

**2. Membership**

2.1 The Regulatory Compliance Committee is to comprise not less than three Directors. The Board may from time to time co-opt such other Management personnel to the Regulatory Compliance Committee in a non voting capacity as the Board considers desirable.

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

2.3 The Chairman of the Regulatory Compliance Committee shall be appointed and removed by a decision of the Board.

**3. Quorum**

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

**4. Frequency of meetings**

The Regulatory Compliance Committee shall meet as and when required.

**5. Duties**

(a) The duties of the Regulatory Compliance Committee are to review and advise upon matters in respect of the present or future regulation of the Company's financial services businesses and compliance with applicable laws and regulations, including the Listing Rules.

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

**7. Management personnel co-opted to the Regulatory Compliance Committee in a non voting capacity**

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

- (a) shall be entitled to receive notices of meetings of the Regulatory Compliance 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 Regulatory Compliance Committee, but shall not be entitled to vote on any matter to be decided, or any recommendation to be made, by the Regulatory Compliance Committee; and
- (b) shall not be considered to be members of the Regulatory Compliance Committee for any purpose.

*(Updated in June 2010)*