

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 8238)

(the “Company”)

TERMS OF REFERENCE FOR THE TREASURY COMMITTEE OF THE BOARD

Membership

1. The Treasury Committee (the “**Committee**”) shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company (together with its subsidiaries, the “**Group**”) and shall comprise at least three Executive Directors.
2. The Board shall appoint one of the members of the Committee to be its chairman and, subject to the normal periodic re-election of Directors, shall determine the period for which the chairman and other members of the Committee shall hold office.
3. The Company Secretary of the Company shall act as secretary of the Committee (the “**Secretary**”).

Proceedings of the Committee

4. The Committee shall meet formally at least two times a year and otherwise on such occasions as the Board may request. In addition, a meeting of the Committee may be convened by any of its members or the Secretary if they consider it necessary.
5. The quorum for transaction of business by the Committee shall be two members of the Committee.
6. Other members of the Board may also attend if invited by the Committee.
7. The Committee shall operate by majority decision. In the case of an equality of votes, the chairman of the Committee shall be entitled to an additional or casting vote in addition to any other vote he may have.
8. Notice of each meeting of the Committee (confirming the venue, date and time, and an agenda of business to be discussed) shall, unless agreed by all concerned, be sent to each member of the Committee and any other invitees not less than three working days before the meeting.
9. The Secretary shall maintain a written record of the proceedings and decisions of the Committee that shall be circulated to all members of the Board.
10. The chairman of the Committee shall report the results of the Committee meeting to the next appropriate meeting of the Board (to the extent deemed appropriate by the chairman of the Committee).

11. The Committee shall conduct an annual review of the work of and the members of the Committee and these terms of reference and make recommendations to the Board.

Authority of the Committee

12. The Committee is authorised by the Board to:
- a) at the Company's expense directly employ the services of such external legal or other professional advisors, or otherwise commission such reports and surveys as it deems necessary to fulfil its responsibilities;
 - b) investigate any activity within its terms of reference;
 - c) invite such persons to its meetings as the Committee considers appropriate; and
 - d) seek such information from the Company and its Directors and employees (all employees being directed to co-operate with any such request by the Committee), as it deems necessary in order to fulfil its role.

Roles of the Committee

13. The Committee is required to review and satisfy itself as to:
- (i) having regard to the general business needs of the Company the appropriateness of proposed treasury transactions including:
 - banking (including bank relationships)
 - cash management
 - debt raising (including securitisation)
 - debt management (including rating agency and investor interface)
 - investment management
 - treasury risk management
 - (ii) the effective implementation of the Group's financing strategy.
14. The Committee shall consider and (as applicable) approve or recommend strategies and policies in relation to areas of treasury management including (but not limited to):
- hedging and management of interest rate, inflation, currency, credit and commodity exposures;
 - financing opportunities (including developments in debt capital markets);
 - rating agency developments;
 - liquidity management and forecasting;
 - investor relations;
 - bank relationships; and

- treasury internal control and governance policies.
15. The Committee shall approve the use of financial instruments designed to implement or maintain the Group's strategy.
 16. The Committee may investigate or advise on these or any related matters that are referred to it or as may appear to it to be necessary.
 17. The Committee may consider any other matter specifically referred to the Committee by the full Board.

(Adopted by the Board of Winto Group (Holdings) Limited on 15 October 2015.)