

## **AMS Public Transport Holdings Limited (the “Company”) Term of Reference for Executive Committee (“EC”)**

### **1. Role of the EC**

The EC operates as a general management committee under the authority of the Board to for overseeing and setting the strategic direction of the Company and to deal with all operational matters of the Group.

### **2. Membership**

The EC is a committee of the Board of Directors (the “Board”) and will comprise all executive directors of the Company.

The EC should be chaired by the chairman of the Board (“Chairman”) if he/she is also an executive director of the Company or the chief executive of the Group.

### **3. Meetings**

The EC should meet approximately once per month and as requested by the chief executive or any EC members.

Only members of the EC have the right to attend EC’s meetings. The Committee may invite persons, including the senior management and/or external or internal auditors of the Company to attend meetings where appropriate to assist in the effective discharge of the EC’s duties.

A majority of members of the EC shall form a quorum.

### **4. Authority**

The EC is basically be delegated by the Board the full authority on dealing with operational matters. If there are any matters in conflict of interests of any member of the Board, he/she needs to abstain from voting and the independent non-executive directors need to be invited to participate in the meeting.

### **5. Responsibilities of the EC**

The responsibilities of the EC include:

- (a) to establish strategic directions of the Group and submit them to the Board for their approval;
- (b) to monitor the execution of the Company’s strategic plans as determined by the Board;

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- (c) to monitor day to day operations;
- (d) to set up sound risk management and internal control systems to manage the risks of the Group;
- (e) to assess any opportunities on diversification, expansion or acquisitions;
- (f) to appoint and remove any members of the senior management of the Group;
- (g) to approve any changes to the scope of authority delegated to the senior management;
- (h) to exercise the functions and responsibilities of the Board between regular Board meetings;
- (i) to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do (such as a restriction on disclosure due to regulatory requirements); and
- (j) any other specified business.

*First update on: 21 December 2011  
Second update on: 28 June 2016*