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**TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE COMMITTEE**  
**(Adopted on 31 March 2014)**

**1. Membership**

- 1.1 The members of the corporate governance committee (the “**Member(s)**”) shall be appointed by the board of directors (the “**Director(s)**”) of the Company (the “**Board**”).
- 1.2 The corporate governance committee shall consist of not less than two Members.
- 1.3 The corporate governance committee shall consist at least one non-executive director or independent non-executive director.
- 1.4 The corporate governance committee shall be chaired by the non-executive director or independent non-executive director.

**2. Secretary**

- 2.1 The secretary of the corporate governance committee shall be appointed by the Board.

**3. Meetings**

- 3.1 The corporate governance committee shall meet with such frequency and at such times as it may determine. It is expected that the corporate governance committee shall meet at least once a year.
- 3.2 Meetings may be convened by any Member or by the secretary of the corporate governance committee on the request of a Member.
- 3.3 Notice may be given in writing or by telephone or in such other manner as the corporate governance committee may from time to time determine.

\* For identification purpose only

- 3.4 The quorum for meetings shall be any two Members.
- 3.5 Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.6 Resolutions of the corporate governance committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.7 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the corporate governance committee duly convened and held.
- 3.8 Minutes shall be kept by the secretary of the corporate governance committee. Draft and final versions of minutes shall be circulated to all the Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

#### **4. Attendance at meetings**

- 4.1 The corporate governance committee may invite any Director, executive or other person to attend any meeting(s) of the corporate governance committee as it may from time to time consider desirable to assist the corporate governance committee in the attainment of its objective and discharge of responsibilities and powers.
- 4.2 Only Members are entitled to vote at the meetings.

#### **5. Objective**

- 5.1 The corporate governance committee shall be responsible to the Board for stimulating corporate vitality, ensuring fair management, and increasing the transparency of management.

#### **6. Authority**

- 6.1 The corporate governance committee is authorised by the Board to make full use of intermediary agencies for assisting their works at the Company's expense.
- 6.2 The corporate governance committee is authorised by the Board to obtain independent legal or other professional advice, at the Company's expense, if considered necessary to perform its duties.
- 6.3 The corporate governance committee shall be provided with sufficient resources to perform its duties.

## **7. Responsibility and Powers**

The corporate governance committee shall have the following responsibilities and powers:

- 7.1 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- 7.2 to review and monitor the training and continuous professional development of Directors and senior management;
- 7.3 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- 7.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- 7.5 to review the Company's compliance with the code provision of Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong.

## **8. Report and review procedures**

- 8.1 The secretary of the corporate governance committee shall circulate the minutes of meetings of the corporate governance committee to all members of the Board.
- 8.2 The corporate governance committee shall review annually the corporate governance committee's terms of reference and its own effectiveness and recommend to the Board any necessary changes.