



Ngai Hing Hong Company Limited

毅興行有限公司*

(incorporated in Bermuda with limited liability)

CORPORATE GOVERNANCE COMMITTEE
TERMS OF REFERENCE

Latest Version: Updated on 26 March 2012

This Terms of Reference has been issued in the English language with a separate Chinese language translation. If there is any conflict in the Terms of Reference between the meaning of Chinese words or terms in the Chinese language version and English words in the English language version, the meaning of the English words shall prevail.

* For identification purpose only

Ngai Hing Hong Company Limited
毅興行有限公司*

CORPORATE GOVERNANCE COMMITTEE
TERMS OF REFERENCE

TABLE OF CONTENTS

	Page
1. CONSTITUTION	3
2. MEMBERSHIP	3
3. MEETINGS	3
4. ATTENDANCE AT MEETINGS	4
5. FREQUENCY OF MEETINGS	5
6. AUTHORITY	5
7. DUTIES & RESPONSIBILITIES	5

* For identification purpose only

Ngai Hing Hong Company Limited

毅興行有限公司*

(the “Company”)

Corporate Governance Committee

Terms of Reference

1. CONSTITUTION

1.1 The Corporate Governance Committee was formed pursuant to the board resolution of the Company passed on 26 March 2012.

2. MEMBERSHIP

2.1 The members of the Corporate Governance Committee (the “Member(s)”) shall be appointed by the board of directors of the Company (the “Board”) (the “Director(s)”) and the majority of the Members shall be independent non-executive Directors.

2.2 The chairman of the Corporate Governance Committee (the “Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director of the Company. In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting.

3. MEETINGS

3.1 The company secretary shall be the secretary responsible for Corporate Governance Committee meetings.

3.2 The Chairman may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Corporate Governance Committee.

* For identification purpose only

- 3.3 A quorum of a Corporate Governance Committee meeting shall be any two Members.
- 3.4 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, a Member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.5 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.6 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Corporate Governance Committee meeting duly convened and held.
- 3.7 Minutes of meetings of the Corporate Governance Committee shall record in sufficient detail the matters considered by the Corporate Governance Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed.
- 3.8 Full minutes of Corporate Governance Committee meetings should be kept by the secretary of Corporate Governance Committee. Draft and final versions of minutes of the Corporate Governance Committee meetings shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting. Such minutes of meeting shall be open for the inspection at any reasonable time on reasonable notice by all Directors.

4. ATTENDANCE AT MEETINGS

- 4.1 At the invitation of the Corporate Governance Committee, external advisers and other persons may attend the meetings.
- 4.2 Only Members are entitled to vote at the meetings.

5. FREQUENCY OF MEETINGS

- 5.1 The Chairman, in consultation with the secretary of the Corporate Governance Committee, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Corporate Governance Committee require.
- 5.2 The Corporate Governance Committee shall meet no fewer than once a year.

6. AUTHORITY

- 6.1 A Member of the Corporate Governance Committee shall have the right to require the Company's management to furnish information on any matter relating to the corporate governance of the Company, its subsidiaries or affiliates, as may be required for the purposes of performing its duties.
- 6.2 A Member may, through the company secretary, seek independent advice in appropriate circumstances at the Company's expense to perform his/her duties as a Member within its terms of reference.
- 6.3 The Corporate Governance Committee shall be provided with sufficient resources to perform its duties.

7. DUTIES & RESPONSIBILITIES

The Corporate Governance Committee shall have the following duties and responsibilities for performing the corporate governance duties:-

- 7.1 to develop and review the policies and practices on corporate governance of the Company and its subsidiaries (collectively, the "Group") 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 Group'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 Group's compliance with the Corporate Governance Code as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report of the Company.