

**EMPEROR CAPITAL GROUP LIMITED**  
**(THE “COMPANY”)**

**CORPORATE GOVERNANCE COMMITTEE - TERMS OF REFERENCE**

The board of directors of the Company (“**Board**”) has resolved to establish a Committee of the Board known as the Corporate Governance Committee (“**Committee**”) on 28 March 2012 pursuant to the Corporate Governance Code (“**CG Code**”) as set out in Appendix 14 of the Listing Rules.

**1. MEMBERSHIP**

- 1.1 The Committee consists of five members (“**Members**”), comprising an executive director, two independent non-executive directors, a representative from finance and accounts function and a representative from company secretarial function, who may be appointed by the Board from time to time.
- 1.2 The Chairman/Chairperson of the Committee shall be appointed by the Board.
- 1.3 The Company Secretary or her nominee shall act as the Committee’s Secretary.

**2. MEETINGS**

- 2.1 Meetings of the Committee shall be held not less than once a year.
- 2.2 A quorum of the meeting shall be three Members, one of which shall be an independent non-executive director.
- 2.3 Proceedings of the Committee’s meetings shall be governed by the Company’s Bye-laws.

**3. DUTIES, POWER AND FUNCTION**

- 3.1 The Committee is established to deal with matters in relation to corporate governance functions of the Company and should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
- 3.2 The Committee shall :-
  - (a) develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
  - (b) review and monitor the training and continuous professional development of directors and senior management;

- (c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report under the Listing Rules;
- (f) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (g) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

3.3 The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman/Chairperson shall report the Committee's findings and recommendations to the Board.

#### **4. GENERAL**

4.1 The terms of reference of the Committee shall be made available on the websites of The Stock Exchange of Hong Kong Limited and the Company.

4.2 In case of discrepancies or inconsistencies between the English and Chinese versions of this terms of reference, the English version shall prevail.

*Note: "Senior management" should refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.*