

**SINOMAX GROUP LIMITED**  
**盛諾集團有限公司**

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**Terms of Reference of  
the Corporate Governance Committee of  
the Board of Directors**

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## **1 Constitution**

The Corporate Governance Committee (“Committee”) is established by the board of directors (“Board”) of Sinomax Group Limited (“Company”), in accordance with paragraph D.2 of Appendix 14 “Corporate Governance Code” to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The followings have been adopted as the terms of reference of the Committee.

## **2 Membership**

- 2.1 Members of the Committee shall be appointed by the Board from the directors of the Company and the Committee shall consist of at least three members. The majority of members shall be independent non-executive directors. The quorum for a Committee meeting shall be at least two members.
- 2.2 The chairman of the Committee shall be an independent non-executive director appointed by the Board.

## **3 Secretary of the Committee**

The secretary of the Committee shall be the company secretary of the Company or other individuals appointed by the Committee from time to time.

## **4 Meeting**

- 4.1 The Committee shall convene meetings at least once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee.
- 4.2 Any provision in the Company’s Articles of Association applicable to the convening and proceedings of Board meeting shall be deemed applicable to the Committee meeting with all adjustments having been made thereto.
- 4.3 Before a Committee meeting, the members shall report their interests in the matters to be discussed at the meeting. If any matters to be discussed involve conflicts of interests with a member or any of his/her associates (see the Listing Rules for definition), the member shall neither attend the meeting nor to vote thereat.
- 4.4 The Senior Management is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Committee requires more information than is volunteered by the Senior Management, the relevant member of the Committee should make additional necessary enquiries. The Committee and each of its members shall have separate and independent access to the Senior Management.

## **5 Authority**

In fulfilling the aforesaid duties, the Committee has the following authorities:

- (a) investigating any activity related to non-compliance of corporate governance code and disclosure in the corporate governance report under the instruction of the Board. The Committee can seek any information it requires during the aforesaid investigations; and
- (b) obtaining external legal or other independent professional advice related to non-compliance of corporate governance code and disclosure in the corporate governance report under the instruction of the Board. The Committee can request outsiders with relevant experience and/or expertise to attend its meeting if it considers necessary.

## **6 Duties**

The duties of the Committee shall include:

- (a) developing and reviewing the policies and practices of the Company on corporate governance and make recommendation to the Board with regard to any changes;
- (b) reviewing and monitoring the training and continuous professional development of directors and Senior Management on corporate governance;
- (c) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements on corporate governance and making recommendation to the Board with regard to any changes;
- (d) developing, reviewing and monitoring the code of conduct and corporate governance manual applicable to employees and directors;
- (e) reviewing the Company's compliance with the corporate governance code and disclosure in the corporate governance report; and
- (f) taking other actions related to corporate governance as instructed by the Board from time to time.

## **7 Reporting Procedure**

- 7.1 Minutes of the Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director of the Company.
- 7.2 Minutes of meetings of the Committee shall record in sufficient details the matters considered by the Committee and decisions reached, including any concerns raised by directors, members or dissenting views expressed. Draft and final versions of the minutes shall be sent to all members of the Committee for their comments and records respectively within a reasonable time after a meeting.

- 7.3 Without prejudice to the generality of the duties of the Committee set out in these Terms, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

## **8 Annual General Meeting**

If required by the Board, the chairman of the Committee (or in his absence, another member of the Committee or his/her duly appointed representative) shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder's question on the Committee's activities and its responsibilities.

## **9 Powers of the Board**

- 9.1 The power to interpret these Terms of Reference shall vest in the Board.
- 9.2 These Terms of Reference shall enter into force after being reviewed and approved by the Board.

## **10 Others**

The English version and the Chinese version of these Terms of Reference shall be published on the Company's website and the Stock Exchange's website.

*Note: "Senior Management" means the executive directors and other members of senior management referred to in the Company's prospectus issued in connection with its initial listing on the Stock Exchange or in its most recent annual report and any such other officer of the Group determined by the Board from time to time as Senior Management of the Company.*