



Kingwell Group Limited

京維集團有限公司

(incorporated in the Cayman Islands with limited liability)

CORPORATE GOVERNANCE COMMITTEE
TERMS OF REFERENCE

Kingwell Group Limited

(the “Company”)

京維集團有限公司

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	4
6. AUTHORITY	5
7. DUTIES AND RESPONSIBILITIES	5
8. REPORTING PROCEDURES	5

Kingwell Group Limited
(the “Company”)
京維集團有限公司

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 “Director(s)”) (the “Board”).

2.2 The Corporate Governance Committee shall consist of not less than three Members.

3. MEETINGS

3.1 The company secretary shall be the secretary of the Corporate Governance Committee.

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

3.3 A quorum of the Corporate Governance Committee 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 meeting of the Corporate Governance Committee duly convened and held.
- 3.7 Full minutes of Corporate Governance Committee meetings should be kept by the secretary of the 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 opened for the inspection of all Members.

4. ATTENDANCE AT MEETINGS

- 4.1 At the invitation of the Corporate Governance Committee, the chairman of the Board and/or managing Director, 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 of Corporate Governance Committee, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Corporate Governance Committee's duties and responsibilities require.
- 5.2 The Corporate Governance Committee shall meet at least once a year.

6. AUTHORITY

- 6.1 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 discharging its duties.
- 6.2 A Member may, through the company secretary, seek independent advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member to the Company within its terms of reference.
- 6.3 The Corporate Governance Committee shall be provided with sufficient resources to discharge its duties.

7. DUTIES & RESPONSIBILITIES

The Corporate Governance Committee shall have the following duty and responsibilities: -

- 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 and disclosure in the Corporate Governance Report.

8. REPORTING PROCEDURES

- 8.1 The secretary shall circulate the minutes of meetings and reports of the Corporate Governance Committee to all members of the Board.
- 8.2 The Corporate Governance Committee shall report to the Board after each meeting.