

**HKR INTERNATIONAL LIMITED**  
**香港興業國際集團有限公司\***  
(the “Company”)

**TERMS OF REFERENCE OF CORPORATE GOVERNANCE COMMITTEE**  
(the “CGCom”)

**Formation**

The CGCom was formed by the board of directors of the Company (the “Board”) on 12 September 2018.

**Composition, Notice, Meeting and Quorum**

- The CGCom shall comprise not less than 3 members with a majority of non-executive directors (“NED”, including independent non-executive directors (“INEDs”)).
- The chairman of the CGCom shall be appointed by the Board. In his/her absence, committee members present may elect another member to chair the committee meeting.
- Prior notice in writing or by telephone should be given to all CGCom members unless otherwise waived by members in writing. The presence of a member at the meeting deems to have given his/her consent to a waiver or short notice.
- A quorum of meeting of the CGCom shall be 2 members and resolutions of the CGCom shall be passed by a majority vote present at the meeting.
- The CGCom shall meet as often as it deems appropriate to fulfill its mandate but in any case, not less than one time a year.
- The company secretary of the Company shall be the secretary of the CGCom.

**Authority and Duties**

The CGCom shall:

1. develop and review an issuer’s policies and practices on corporate governance and make recommendations to the Board;
2. review and monitor the training and continuous professional development of directors and senior management (if any);
3. review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;

4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
5. review the Company's compliance with the code and disclosure in the Corporate Governance Report;
6. consider other topics, as defined by the Board from time to time; and
7. seek independent professional advice when required, at the Company's expense, to perform its responsibilities.

### **Reporting Procedures**

1. The secretary of the CGCom shall circulate draft and final versions of the minutes of the meetings of the CGCom to all members of the CGCom for their comment and records, within a reasonable time after the meetings. The secretary shall also copy the final versions of the minutes to other members of the Board (who are not members of the CGCom) for their records.
2. The CGCom shall report on its responsibilities and activities and the frequency of, and attendance by members at, CGCom meetings in the annual report of the Company.

Adopted on 21 November 2018

*Notes :*

- (i) *The CGCom was formed by the Board on 12 September 2018.*
- (ii) *The above terms of reference of the CGCom were approved by the Board on [21] November 2018.*
- (iii) *As of 21 November 2018, the CGCom members comprised the Chairman namely, Mr CHA Mou Sing Payson, a NED, namely Ms Wong CHA May Lung Madeline and 2 INEDs, namely Mr FAN Hung Ling Henry and Mr TANG Kwai Chang with Mr Payson CHA was the Chairman of the CGCom.*

*\* Registered under the predecessor of the Companies Ordinance, Chapter 622 of the laws of Hong Kong*