



**英皇國際集團有限公司**  
**Emperor International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 163)**

(the “Company”)

**CORPORATE GOVERNANCE COMMITTEE - TERMS OF REFERENCE**

The board of directors of the Company (“**Board**” or “**Directors**”) has resolved to establish a committee of the Board known as the Corporate Governance Committee (“**Committee**”) on 28 March 2012.

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

**2. MEETINGS**

- 2.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
- 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.
- 2.4 Full minutes of the Committee’s meeting shall be kept by the Secretary of the Committee, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 2.5 Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Members or dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Members for their comment and records respectively, within a reasonable time after the meetings being held.

### 3. DUTIES, POWER AND FUNCTION

- 3.1 The Committee shall be provided with sufficient resources to perform its duties..
- 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 Company's policies and practices on compliance with legal and regulatory requirements;
  - (c) review and monitor the training and continuous professional development of Directors and senior management;
  - (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 Corporate Governance Code and disclosure in the Corporate Governance Report under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**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 constitution of the Company or imposed by laws, rules and/or legislation.
- 3.3 The Committee shall report back to the Board at the next Board meeting following a Committee's meeting or by circulation of the minutes of such Committee's meeting unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

### 4. GENERAL

- 4.1 The terms of reference of the Committee shall be made available on the website of the Company.
- 4.2 In case of discrepancies or inconsistencies between the English and Chinese versions of these terms of reference, the English version shall prevail.

*Note: "Senior management" refers 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.*