

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
CORPORATE GOVERNANCE COMMITTEE
TERMS OF REFERENCE

1. GENERAL

The board of directors (“**Board**”) of Sunwah Kingsway Capital Holdings Limited (the “**Company**”) has established the Corporate Governance Committee (the “**Committee**”) to assist the Board in fulfilling its responsibilities with respect to the Company’s corporate governance standards and practices.

The composition, responsibilities and authority of the Committee are set out in these Terms of Reference.

These Terms of Reference and the bye-laws of the Company and such other procedures, not inconsistent therewith, as the Committee may adopt from time to time shall govern the meetings and procedures of the Committee.

2. COMPOSITION

The Committee shall be composed of at least three directors of the Company (“**Members**”). Members shall be appointed by the Board and shall serve until they resign, cease to be a director or are removed or replaced by the Board.

The Board shall designate one of the Members as chair of the Committee (the “**Chair**”) and the Secretary of the Company shall be the Company Secretary (the “**Secretary**”) unless the Chair designates an alternative secretary for any meeting or meetings.

3. RESPONSIBILITIES

The Committee shall assist the Board in fulfilling its responsibilities with respect to corporate governance standards and practices including, but not limited to standards and practices as set out in the Stock Exchange of Hong Kong Listing Rules, Appendix 14 Code on Corporate Governance Practices (“**CG Code**”).

Corporate Governance

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; and
- (e) review the Company's compliance with the code and disclosure in the Corporate Governance Report.

4. AUTHORITY

The Committee is authorized to:

- (a) meet its responsibilities as set out in these Terms of Reference and to make recommendations to the Board that arise therefrom;
- (b) retain, and to set and pay the compensation of, independent legal counsel and other advisors at the Company's expenses, where it considers this appropriate; and
- (c) invite officers and employees and outsiders with relevant experience and expertise to attend or participate in its meetings and proceedings where appropriate.

5. MEETINGS AND PROCEEDINGS

The Committee shall meet as frequently as required, but at least once a year. Any Member, in consultation with the Chairman, may call a meeting of the Committee.

The Chair is responsible for setting the agenda for each Committee meeting. This process should include any input from the officers and employees of the Company, other Members and/or other directors of the Company where appropriate.

Generally, a notice of each meeting of the Committee confirming the date, time, place and agenda of the meeting, together with any supporting materials, should be forwarded to each Member at least three days before the date of the meeting.

Quorum and Majority Vote

The quorum for each meeting of the Committee is two Members. Any matter to be voted upon shall be decided by a majority of the votes cast for a resolution. In the absence of the Chair, the other Members may appoint one of their numbers as chair of a meeting. The chair of a meeting shall not have a second or casting vote.

Minutes

The Secretary shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee.