

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**econtext Asia Limited**  
**環亞智富有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 1390)**

**TERMS OF REFERENCE OF  
THE BOARD'S CORPORATE GOVERNANCE FUNCTIONS**

The board of directors (the “**Board**”) of the econtext Asia Limited (the “**Company**”) is responsible for the oversight of the Company’s corporate governance practices. The terms of reference (the “**Terms of Reference**”) are available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

**1. Purpose**

1.1 The Board is committed to developing and evaluating the corporate governance practices of the Company with the goal of achieving high standards of corporate governance to safeguard the interests of all shareholders of the Company, which shall be consistent with any applicable laws, regulations and listing standards.

**2. Responsibilities and Duties**

2.1 Without prejudice to any requirement under the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Board shall be responsible for performing the following corporate governance duties:

- (a) to develop, review and assess the adequacy of the Company’s policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

2.2 Where considered appropriate, the Board may delegate the responsibility of performing the corporate governance duties set out in paragraph 2.1 above to a committee or committees.

### **3. Meetings**

3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (the "**Articles**") (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Board.

By order of the Board  
**econtext Asia Limited**  
**Kaoru Hayashi**  
*Chairman*

Hong Kong, 18 December 2013

*As at the date of this announcement, the Board comprises Kaoru Hayashi, Takashi Okita, Tomohiro Yamaguchi, and Keizo Odori (as Executive Directors) and Joi Okada and Adam David Lindemann (as Non-Executive Directors).*