

SINOMAX GROUP LIMITED
盛諾集團有限公司

**Terms of Reference of
the Corporate Governance Committee of
the Board of Directors**

Sinomax Group Limited
盛諾集團有限公司

(the “**Company**”, together with its subsidiaries, the “**Group**”)

**TERMS OF REFERENCE OF THE
CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF
DIRECTORS OF THE COMPANY**

*(Adopted by the board of directors of the Company on 4 March 2014
and amended by the board of directors of the Company on 4 July 2024
to take effect from 4 July 2024)*

1 Constitution

The Corporate Governance Committee (“**Committee**”) is established by the board of directors (“**Board**”) of the Company, in accordance with the Corporate Governance Code (the “**Code**”) under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). The followings have been adopted as the terms of reference of the Committee.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board from the directors of the Company and the Committee shall consist of at least three members. The majority of members shall be independent non-executive directors. The quorum for a Committee meeting shall be at least two members.
- 2.2 The chairman of the Committee shall be an independent non-executive director of the Company appointed by the Board.
- 2.3 Members of the Committee shall share the same term of office with that of the directors of the Company. The members may, upon the expiry of their term in office, offer themselves for re-election. During this period, if any member is no longer the director of the Company, his/her Committee membership shall be terminated automatically. The Board shall fill the vacancy according to paragraphs 2.1 and 2.2 above.

3 Secretary of the Committee

The secretary of the Committee shall be the company secretary of the Company or other individuals appointed by the Committee from time to time.

4 Meeting

- 4.1 The Committee shall hold regular meetings and temporary meetings. Regular meetings shall be convened at least once a year. Temporary meeting shall be convened when proposed by a Committee member.
- 4.2 Any provision in the Company's Articles of Association applicable to the convening and proceedings of Board meeting shall be deemed applicable to the Committee meeting with all adjustments having been made thereto.
- 4.3 Before a Committee meeting, the members shall report their interests in the matters to be discussed at the meeting. If any matters to be discussed involve conflicts of interests with a member or any of his/her associates (as defined in the Listing Rules), the member shall neither vote and nor be counted towards the quorum.
- 4.4 The Senior Management is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. To fulfill duties of the members of the Committee properly, members of the Committee may not, in all circumstances, be able to rely purely on information provided voluntarily by the Senior Management and members of the Committee may need to make additional enquiries. Where a member of the Committee requires more information than is volunteered by the Senior Management, the relevant member of the Committee should make further enquiries where necessary. The Committee and each of its members shall have separate and independent access to the Senior Management.

5 Authority

In fulfilling the aforesaid duties, the Committee has the following authorities:

- (a) investigating any activity related to non-compliance of the Code and disclosure in the corporate governance report under the instruction of the Board. The Committee can seek any information it requires during the aforesaid investigations; and

- (b) obtaining external legal or other independent professional advice related to non-compliance of the Code and disclosure in the corporate governance report under the instruction of the Board. The Committee can request outsiders with relevant experience and/or expertise to attend its meeting if it considers necessary.

6 Duties

The duties of the Committee shall include but shall not be limited to the following:

- (a) developing and reviewing the policies and practices of the Company on corporate governance and make recommendation to the Board;
- (b) reviewing and monitoring the training and continuous professional development of directors and Senior Management;
- (c) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements and making recommendation to the Board;
- (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) reviewing the Company's compliance with the Code and disclosure in the corporate governance report; and
- (f) any other duties and authority which may be assigned or granted to the Committee by the Board from time to time.

7 Reporting Procedure

- 7.1 Minutes of the Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director of the Company.

- 7.2 Minutes of meetings of the Committee shall record in sufficient details the matters considered by the Committee and decisions reached, including any concerns raised by directors, members or dissenting views expressed. Draft and final versions of the minutes shall be sent to all members of the Committee for their comments and records respectively within a reasonable time after a meeting.
- 7.3 Without prejudice to the generality of the duties of the Committee set out in these Terms of Reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

8 Annual General Meeting

If required by the Board, the chairman of the Committee (or in his absence, another member of the Committee or his/her duly appointed representative) shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder's question on the Committee's activities and its responsibilities.

9 Powers of the Board

- 9.1 The power to interpret these Terms of Reference shall vest in the Board.
- 9.2 These Terms of Reference (as amended from time to time) shall come into force after being reviewed and approved by the Board.

10 Others

The English version and the Chinese version of these Terms of Reference shall be published on the Company's website and the Stock Exchange's website.

Note: For the purpose of these Terms of Reference, "Senior Management" refers to the same category of persons as referred to in the company's annual report and has the same meaning as "senior manager(s)" who is required to be disclosed under paragraph 12 of Appendix D2 to the Listing Rules.