

SUGA INTERNATIONAL HOLDINGS LIMITED
信佳國際集團有限公司

TERMS OF REFERENCE OF
THE CORPORATE GOVERNANCE COMMITTEE

SUGA INTERNATIONAL HOLDINGS LIMITED
信佳國際集團有限公司

Terms of Reference of the Corporate Governance Committee

Formation

1. The Corporate Governance Committee (“the Committee”) was formed pursuant to the board resolution of **SUGA INTERNATIONAL HOLDINGS LIMITED** (“the Company”) passed on 21 February 2012.

Composition and Quorum

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company.

Members : The Committee shall consist of not less than 2 members

Quorum : 2

3. The meetings and proceedings are governed by the provisions contained in the Bye-Laws of the Company for regulating meetings and proceedings of directors.

Authority

4. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
5. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

6. The duties of the Committee shall be:—
 - (a) To develop and review the Company’s policies and practices on corporate governance and make recommendations to the board;
 - (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 employees and directors;

- (e) To review the Company's compliance with the corporate governance code and disclosure in the corporate governance report; and
- (f) To consider other topics as defined by the board.

- END -