

GOLDIN FINANCIAL HOLDINGS LIMITED
(the “Company”)

Terms of Reference
of
Corporate Governance Committee

The Corporate Governance Committee (“CG Committee”) was established on 23 March 2012 pursuant to the Code on Corporate Governance Practices of the Listing Rules.

These Terms of Reference was adopted by a resolution of the board of directors of the Company (“the Board”) passed in accordance with the Company Constitution.

1. Membership

- 1.1 The CG Committee shall be appointed by the Board and must consist of not less than two members (the “Members”).
- 1.2 The Board shall appoint a chairman of the CG Committee who shall be the chairman of the Board or a director with appropriate professional qualifications in corporate governance (“Chairman of the CG Committee”).

2. Secretary

- 2.1 The Company Secretary of the Company shall be the secretary of the CG Committee.
- 2.2. The CG Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the CG Committee.

3. Meetings

- 3.1 The CG Committee shall meet at least once each year and at such other terms as required and may be convened by the secretary of the CG Committee on request of a Member or by any Member.
- 3.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum for decisions of the CG Committee shall be any two Members.

- 3.4 Meetings could be held in person or by telephone. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the CG Committee shall be passed by a majority of votes.
- 3.6 A resolution in writing signed by all the Members of the CG Committee shall be as valid and effectual as if it had been passed at a meeting of the CG Committee duly convened and held.
- 3.7 Full minutes shall be kept by the secretary of the CG Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the CG Committee, the other members of the Board, Chief Financial Officer, and other persons may be invited to attend all or part of any meeting.
- 4.2 Only Members of the CG Committee are entitled to vote at the meetings.

5. Annual General Meeting

- 5.1 The Chairman of the CG Committee or in his/her absence, another Member of the CG Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the CG Committee's activities and their responsibilities.

6. Powers and Responsibilities

The CG Committee shall have the following powers and responsibilities:-

Performing the corporate governance functions

- 6.1 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- 6.2 to review and monitor the training and continuous professional development of directors and senior management;
- 6.3 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

- 6.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- 6.5 to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

7. Reporting Responsibilities

- 7.1 The CG Committee shall report to the Board after each meeting.

8. Authority

- 8.1 The secretary of CG Committee, or such person as the secretary of CG Committee shall direct, shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.
- 8.2 The CG Committee is authorised by the Board to seek any information it requires from any employee or Director of the Company in order to perform its duties.
- 8.3 A director as a Member may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a Member. Arrangement to seek independent professional advice could be made through the Company Secretary of the Company or the secretary of the CG Committee.
- 8.4 The CG Committee is authorised by the Board to invite other directors and external advisers to attend all or part of any meeting of the CG Committee as and when appropriate.
- 8.5 The CG Committee shall be provide with sufficient resources to discharge its duties.

Note 1: "senior management" refers to the same persons referred to in the Company's annual report and required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.

Note 2: This document has been written in the Chinese and English language and, in the event of any conflict between the languages and any translation of this document, the English language version will prevail.