



有利集團有限公司*
Yau Lee Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 0406)

**TERMS OF REFERENCE FOR
CORPORATE GOVERNANCE COMMITTEE**

A. Purpose

1. The Corporate Governance Committee (the “Committee”) is established as a committee of the Board. The Committee, led by the Board, is responsible for monitoring, reviewing and enhancing the Corporate Governance of the Company.

B. Membership

2. The members of the Committee shall be appointed by the Board and the Committee shall consist of not less than three members.
3. The Chairman of the Committee shall be appointed by the Board.
4. The Company Secretary shall be the secretary of the Committee.

C. Meetings

5. The Committee shall meet as often as it deems appropriate to fulfill its mandate but in any case, not less than one time a year.
6. Notice of each meeting together with the agenda of items to be discussed shall be forwarded to each member of the Committee, and any other person required to attend the meeting, no later than 3 working days before the date of the meeting.
7. All Committee meetings shall be chaired by the Chairman of the Committee. In the event of his absence, he may assign another member to chair the meeting on his behalf.
8. The quorum of the Committee’s meeting shall be two members of the Committee.

9. Minutes of Committee meetings shall record in sufficient details matters considered and decisions reached by the Committee. All members of the Committee shall have the obligation to keep all matters discussed by the Committee confidential and not release to any outsiders without the Committee's permission.

D. Duties, Powers and Functions

10. The duties of the Committee shall include the following aspects:
 - (a) to address corporate governance issues;
 - (b) to review the corporate governance practices of the Company and to ensure that they are up to date and in compliance with the regulatory codes and best practices;
 - (c) to make recommendations to the Board on any changes as necessary to the corporate governance practices of the Company; and
 - (d) to review other topics when necessary or required.

E. Reporting Procedures

11. The Committee reports directly to the Board on its decisions or recommendations by way of minutes after Committee meeting.
12. The Secretary shall circulate the minutes of the meeting of the Committee to all members of the Board.
13. The Committee shall report on its responsibilities and activities and the frequency of, and attendance by members at, Committee meetings in the Annual report.

* For identification purpose only