

SINOFERT HOLDINGS LIMITED
(“Company”)
(Stock Code: 297)

TERMS OF REFERENCE OF
CORPORATE GOVERNANCE COMMITTEE
(“Committee”)

Membership

1. The Committee shall be appointed by the board of directors (“Board”).
2. The Committee shall comprise the directors and the staff responsible for compliance and corporate governance.
3. The chairman of the Committee shall be appointed by the Board and shall be a director.

Secretary

4. The Company Secretary or a nominee shall act as the Secretary of the Committee.
5. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Frequency and proceedings of meetings

6. The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
7. The chairman of the Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Committee. One of whom must be a director.

Duties, powers and functions

9. The Committee shall have the following duties, powers and functions:
 - (a) develop and review the Company’s corporate governance (“CG”) principles and policies, and make relevant recommendations to the Board, and implement the CG policies laid down by the Board;
 - (b) review and monitor the Company’s CG policies and practices to ensure compliance with legal and regulatory requirements;
 - (c) develop, review and monitor the code of conduct and guidelines in relation

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to CG matters applicable to the Company's directors and employees;

- (d) review the Company's compliance with the Corporate Governance Code of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and other related rules ("Code");
 - (e) prepare the annual CG Report for the Board's consideration and approval for disclosure;
 - (f) review regularly the contribution required from a director to perform his/her responsibilities to the Company, and the time commitments;
 - (g) develop, review and monitor the implementation of the Shareholders Communication Policy to ensure its effectiveness, and make recommendations to the Board where appropriate to enhance shareholder relationship with the Company;
 - (h) review and monitor the training and continuous professional development of the directors and senior management. Training means participating as speakers, members, or attendees, in conferences, seminars, tutorials, meetings, and workshops on any topics which are relevant to the development of the Company's business or financial markets, including but without limitation, companies laws, relevant rules and regulations, accounting standards, environmental, social and governance issues, risk management and information technology. For those directors or senior management who are members of professional bodies, the training they received for fulfilling membership requirements would count towards the training as prescribed by the Code. The Committee may provide guidelines to the directors/senior management in respect of training;
 - (i) monitor and respond to emerging CG issues and make recommendations to the Board where appropriate to further the Company's CG performance;
 - (j) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (k) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation or the Stock Exchange.
10. The Committee shall be provided with sufficient resources to enable it to perform its duties, including the resources for seeking independent advice.

Reporting Procedures

11. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee or any members delegated by the Committee shall report the findings and recommendations of the Committee to the Board.