

Stelux Holdings International Limited
(the “Company”)

Terms of Reference of Corporate Governance Committee

The Corporate Governance Committee (the “Committee”) of the Company was set up on 21st March 2012.

Membership

1. The Committee shall comprise a majority of independent non-executive directors of the Company.
2. The Chairman of the Committee shall be appointed by the Board.
3. The Committee must comprise at least one Investor Committee Member (as defined in the investment agreement entered into by the Company on 29 November 2012).
4. The Company Secretary of the Company shall be the secretary of the Committee.

Quorum

1. The quorum of a meeting shall be three members of the Committee.

Frequency and proceedings of meetings

1. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.

Authority

1. The Committee is authorised by the Board where necessary to have access to independent professional advice.
2. The Committee is to be provided with sufficient resources to perform its duties.

Duties, powers and functions

1. The Committee is:-
 - (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; and
- (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

Reporting procedures

1. The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

Notes

1. *In the event of discrepancies between the English version and the Chinese version of this document, the English version shall prevail.*
2. **"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 of the Listing Rules.*

Adopted by the Board on 17 December 2012 and to take effect from 18 December 2012.