

# **MOS House Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code:1653)**

(hereafter the “Company”)

## **Corporate Governance Committee - Terms of Reference**

### **1. Members**

- 1.1 The corporate governance committee of the Company (the “**CG Committee**”) should be established by the board of directors of the Company (the “**Board**”) and it should comprise a majority of independent non-executive directors. Members of the CG Committee shall be appointed by the Board.
- 1.2 The CG Committee must be chaired by the chairman or chairlady of the Board or an independent non-executive director within the CG Committee and appointed by the Board.
- 1.3 The terms of appointment to CG Committee members should be determined by the Board at the appointment date.

### **2. Secretary of CG Committee**

- 2.1 The company secretary of the Company (or any one of the joint company secretaries of the Company as may be designated by the Board, where applicable) shall act as 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 to act as the secretary of the CG Committee.

### **3. Meeting**

- 3.1 The member of CG Committee can call for a meeting anytime when it is necessary.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the CG Committee. Notwithstanding the notification period, the attendance of the member of the CG Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
- 3.3 The quorum necessary for the transaction of business of the CG Committee shall be two members of the CG Committee, one of whom must be an independent non-executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the CG Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the CG Committee shall be passed by more than half of its members.
- 3.6 The resolution passed and signed by all members of CG Committee is valid, and the validity is the same as any resolution passed in the meeting held.
- 3.7 Full minutes of CG Committee meeting should be kept by a duly appointed secretary of the CG Committee and be available for review by the directors. Draft and final versions of

minutes of the meeting should be sent to all members of the CG Committee for their comment and records, within a reasonable time after the meeting.

#### **4. Meeting attendance**

4.1 Upon the invitation from the CG Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, other staff members responsible for the human resources function, external advisor and other persons can be invited to attend all or part of any meeting.

4.2 Only the members of the CG Committee can vote in a meeting of the CG Committee.

#### **5. Annual General Meeting**

5.1 The chairman or chairlady of CG Committee or (if absent) the other member of CG Committee (must be an independent non-executive director) should attend the annual general meetings of the Company, and handle the shareholders' enquiry on the activities and responsibilities related to the CG Committee at such meetings.

#### **6. Reporting procedures**

6.1 The CG Committee shall evaluate and assess its effectiveness and the adequacy of this terms of reference from time to time and recommend any proposed changes to the Board.

6.2 The CG Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

6.3 The corporate governance report (the "**CG Report**") prepared with reference to Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") must include a summary of the work of the CG Committee, with regards to this terms of reference, for the accounting period covered by both the half-yearly and annual report and disclose any significant subsequent events for the period up to the date of publication of the half-yearly and annual report, to the extent possible.

#### **7. Duties and Powers**

7.1 The Nomination Committee shall have the following duties and powers:

- (a) to develop and review the adequacy of 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 of the Company;
- (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 directors and employees;
- (e) to review the Company's compliance with the CG Code and disclosure in the CG Report; and

- (f) to make any other recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

**8. Access**

- 8.1 The CG Committee is authorised by the Board to request from employee of the Company to provide any information within the scope of its duties.
- 8.2 The CG Committee should have access to independent professional advice at the Company's expense if necessary, to perform the responsibilities of the CG Committee.

*Remark: the independent professional advice can be sought via any company secretary.*

- 8.3 The CG Committee should be provided with sufficient resources to perform its duties.