

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 8238)

(the “Company”)

TERMS OF REFERENCE AND MODUS OPERANDI OF CORPORATE GOVERNANCE & RISK MANAGEMENT COMMITTEE (the “Committee”)

Membership

1. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members and a majority of whom shall be non-executive directors of the Company.
2. The Board shall designate one of the members of the Committee who shall be a non-executive director as the Committee’s chairman.
3. The Company Secretary or a nominee shall act as the secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. The Committee may, from time to time, invite advisors to the meeting, including but not limited to independent professional advisors or consultants to advise its members.
8. Proceedings of meetings of the Committee shall be governed by the articles of association of the Company (as amended from time to time).

Duties, powers and functions

9. The Committee may exercise the following powers in order to perform its duties:
 - (a) to seek any information it requires from any employee of the Company (together with its subsidiaries from time to time);
 - (b) to access to independent professional advice if necessary at the Company’s expense and be provided with sufficient resources; and
 - (c) to review these terms of reference annually and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary.

10. The duties of the Committee shall include without limitation to the following:
- (a) to review and make recommendation to the Board in respect of the Company and its subsidiaries' (the “**Group**”) policies and practices on corporate governance;
 - (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 any requirement, direction and regulation that may be prescribed by the Board, contained in any constitutional documents of the Group, or imposed by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, other applicable laws, regulations, rules and codes;
 - (d) to ensure that appropriate monitoring systems are in place to ensure compliance against the relevant internal control systems, processes and policies;
 - (e) to implement, review and monitor the Group's corporate governance measures for conflict situation;
 - (f) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
 - (g) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report;
 - (h) to review the Group's risk management policies and standard, as well as the fundamental concepts and scope of compliance management;
 - (i) to monitor the implementation of the Group's plan to maintain high compliance with own risk management standards;
 - (j) to provide guidelines to the management on risk management and to set up procedures to identify, assess and manage material risk factors; and ensure the management discharges its responsibility in establishing an effective risk management system;
 - (k) to supervise and monitor the Company's exposure to legal sanction risks and implementation of the related internal control policies and procedures adopted by the Company;
 - (l) to review, evaluate and update from time to time the internal control policies and measures in respect of the control procedures of risks; and
 - (m) to evaluate and advise on the risks involved in major decisions that need to be reviewed by the Board and solutions to the major risks.

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 shall report the findings and recommendations of the Committee to the Board.

Minutes and records

12. Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
13. Draft and final versions of the minutes of the Committee should be circulated among all member of the Committee for their comments and records respectively within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee among all members of the Board.
14. The secretary of the Committee shall record individual attendance of members of the Committee, on a named basis, at meetings.

Publication of the terms of reference of the Committee

15. The Committee shall make available its terms of reference at the websites of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Company.

(Adopted on 6 January 2016)