



玖龍紙業(控股)有限公司*

NINE DRAGONS PAPER (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(the "Company")

(Stock Code: 2689)

**TERMS OF REFERENCE
CORPORATE GOVERNANCE COMMITTEE**

1. Membership

- 1.1 The members of the Corporate Governance Committee (the "Committee") shall be appointed by the board (the "Board") from amongst the directors and shall consist of not less than three members, a majority of whom shall be independent non-executive directors ("Independent Non-executive Director(s)").
- 1.2 The Committee should be chaired by the Chairman of the Board or an Independent Non-executive Director. The Chairman of the Board shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

2. Secretary

- 2.1 The Company Secretary of the Company shall act as the secretary (the "Secretary") of the Committee.
- 2.2 The Committee may, from time to time, appoint other qualified and experienced person to be the Secretary of the Committee.

3. Meeting

- 3.1 The Committee shall meet at least annually. Additional meetings shall be held upon the work of the Committee demands.
- 3.2 Notice and agenda together with relevant papers and attachments of any Meetings has to be given at least 3 working days prior to any such Meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a Meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned Meetings is not required if adjournment is for less than 3 working days.



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- 3.3 The quorum of a meeting shall be three Committee members and one of them must be an Independence Non-Executive Director.
- 3.4 Meetings can either be held in person or through live electronic means of communication such as teleconference or videoconference.
- 3.5 Resolutions of the Committee shall be passed by a majority of votes.
- 3.6 A resolution in writing signed by all the members of the Committee shall be as effect for all purposes as a resolution of the Committee passed at a meeting duly convened, held and constituted.
- 3.7 Full minutes shall be kept by the Secretary of the Committee. Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases within a reasonable period of time after the Meeting. Such minutes shall be open for Directors' inspection.

4. Annual General Meeting

The Chairman of the Committee or in his absence, another member (who must be an Independent Non-executive Director) of the Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

5. Responsibilities

The Committee shall:

- (a) develop and review the Company's policies and practices on corporate governance and make relevant recommendations to the Board;
- (b) review and monitor the training and continuous professional development of Directors and senior management;
- (c) review and monitor the Company's policies and practices on compliance



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- with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) in relation to corporate governance applicable to the Company's employees and Directors;
 - (e) review the Company's compliance with the corporate governance code of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other related rules;
 - (f) review the annual corporate governance report and recommend to the Board for consideration and approval for disclosure;
 - (g) regularly review the time required from a Director to perform his responsibilities; and
 - (h) review the Committee's terms of reference annually and recommend to the Board any changes that it considers appropriate.

6. Reporting Duty

The Committee shall report to the Board on a regular basis.

7. Authority

The Committee is authorised by the Board to seek independent professional advice, at the issuer's expense, to perform its responsibilities. The Committee shall be provided with sufficient resources to perform its duties.

Effective Date: 31 October 2013

* *For identification purposes only*