



R-Opus Management Inc.

Terms of Reference of Corporate Governance Committee

Terms of Reference of Corporate Governance Committee include the following duties:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board of Directors of the Company;
- (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 provision of Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report.