

Wealthking Investments Limited
("Company")

Terms of Reference of the Corporate Governance Committee ("Committee")
(Adopted pursuant to a resolution passed on 12 January 2012)

1. Constitution

1.1 The first Committee was established pursuant to a resolution passed by the board ("**Board**") of directors of the Company ("**Directors**") at its meeting held on 12 January 2012.

2. Membership

2.1 The Committee shall consist of not less than three members appointed by the Board from time to time.

2.2 The Committee shall be chaired by an independent non-executive director.

2.3 The company secretary of the Company or such other person appointed by the Board from time to time shall act as the secretary of the Committee.

3. Frequency and proceedings of meetings

3.1 The Committee shall meet at least twice every year.

3.2 The quorum of a meeting shall be two members of the Committee.

3.3 Proceedings of meetings of the Committee shall be governed by the provisions of Article 140(a) of the articles of association of the Company ("**Articles**").

4. Duties and authorities

4.1 The Committee shall:

- (a) develop and review the Company's policies and practices on corporate governance and make 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 with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (e) review the Company's compliance with the code and disclosure in the Corporate Governance Report;
- (f) do any such things to enable it to perform its duties conferred on it by the Board; and
- (g) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by legislation.

5. Reporting Procedures

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

6. Miscellaneous

- 6.1 This terms of reference of the Committee was adopted by passing of the relevant resolutions by the Board on 12 January 2012 and shall have immediate effect.