

FIH MOBILE LIMITED
(THE “COMPANY”)

TERMS OF REFERENCE OF THE CORPORATE GOVERNANCE COMMITTEE

Adopted by the Board on 22 March 2012
Amended and adopted by the Board on 12 December 2018

DEFINITIONS

1. For the purposes of these terms of references (the *Terms*):

Board means the board of directors of the Company.

Company Secretary means the company secretary of the Company.

Corporate Governance Committee means the corporate governance committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Director means any director of the Company.

Executive Directors means the executive directors of the Board.

Senior Management means the individuals as determined and appointed by the Board from time to time to constitute senior management who may include the President (if any), Vice President (if any), Chief Executive Officer, Chief Financial Officer, Company Secretary and any other officers of the Company who, in the opinion of the Board, are appropriate.

MEMBERSHIP

2. An Executive Director and (as determined by the Board from time to time) another Executive Director or the Chief Executive Officer of the Company shall be appointed by the Board as the members of the Corporate Governance Committee. The chairman of the Corporate Governance Committee shall be appointed by the Board and must be an Executive Director.

MEETINGS

3. Meetings shall be held at least once a year (as necessary). The chairman of the Corporate Governance Committee shall convene a meeting upon request by any member of the Corporate Governance Committee. A quorum for a meeting of the Corporate Governance Committee shall be two members. The meeting may be held by way of telephone conference so long as the members present can listen to and talk to each other.

4. The Company Secretary shall be the secretary of the Corporate Governance Committee.

AUTHORITY

5. The Corporate Governance Committee is authorised by the Board to perform its duties within these Terms. It is authorised to seek any information from any member of the Board or the management or any other employee who is directed to co-operate with any request made by the Corporate Governance Committee.

6. The Corporate Governance Committee is also authorised by the Board to obtain sufficient resources to perform its duties at the Company's expense, including to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

DUTIES

7. The Corporate Governance Committee shall have the following duties:

- (a) to develop and review 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 the 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 the Directors; and
- (e) to review the Company's compliance with the corporate governance code set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and disclosure in the corporate governance report contained in the Company's annual report.

REPORTING PROCEDURES

8. Without prejudice to the generality of the terms of reference for the Corporate Governance Committee set out above, the Corporate Governance Committee shall report to the Board and keep the Board fully informed of its actions, decisions or recommendations, unless there are relevant legal or regulatory restrictions on its ability to do so.

9. Full minutes of the Corporate Governance Committee meetings shall be kept by the Company Secretary. The Company Secretary shall circulate the draft and final versions of full minutes of meetings and reports of the Corporate Governance Committee to all members of the Corporate Governance Committee for their comment and records within a reasonable time after the meeting.