

These terms of reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

Jia Yao Holdings Limited

嘉耀控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1626)

(the “Company”)

Board of Directors

Terms of Reference Regarding Corporate Governance

1. Organization

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to adopt these terms of reference.

2. Objective

The main objective of these terms of reference is to set out the corporate governance duties that the Board shall perform.

3. Duties

The corporate governance duties of the Board are as follows:

- 3.1 to develop and review the policies and practices on corporate governance of the Company and its subsidiaries (collectively, the “**Group**”) and make recommendations;
- 3.2 to review and monitor the training and continuous professional development of Directors and senior management;
- 3.3 to review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements;
- 3.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- 3.5 to review the Company’s compliance with the Corporate Governance Code as set out in 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 of the Company; and
- 3.6 conform to any requirement, direction, and regulation that may from time to time be contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

4. Interpretation

Interpretation of these terms of reference shall belong to the Board.

(Adopted by the Company pursuant to the Board’s resolutions passed on 6 June 2014)