

Goldenmars Technology Holdings Limited
晶芯科技控股有限公司 (the “Company”)

Terms of Reference of the Corporate Governance Committee
(Adopted by the Company pursuant to the Board resolutions dated 21 August 2013)

Constitution

1. The Corporate Governance Committee is established as a committee of the board of directors of the Company (the “**Board**”).

Objective

2. The Corporate Governance Committee shall be responsible for ensuring and upholding good governance functions of the Company.

Membership

3. The Corporate Governance Committee shall comprise not less than three members to be appointed by the Board.
4. The Board shall appoint the chairman of the Corporate Governance Committee. In the absence of the chairman of the Corporate Governance Committee or an appointed deputy, the remaining members present shall elect one of them to chair the meeting.
5. Only members of the Corporate Governance Committee shall have the right to attend Corporate Governance Committee meetings. However, any director, executive or other person may be invited to attend the meetings when the Corporate Governance Committee considers that their attendance can assist it to discharge their duties.

Secretary

6. The company secretary of the Company or his / her nominee shall be the secretary to the Corporate Governance Committee.

Notice of meetings

7. Meetings of the Corporate Governance Committee shall be convened by the chairman of the Corporate Governance Committee.

8. Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the Corporate Governance Committee and any other person required to attend at least three days before the intended meeting date.
9. A Corporate Governance Committee member may, or, on the request of a Corporate Governance Committee member, the secretary of the Corporate Governance Committee shall, at any time summons a Corporate Governance Committee meeting. Notice shall be given to each Corporate Governance Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Corporate Governance Committee member or in such other manner as the Corporate Governance Committee members may from time to time determine.
10. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

Frequency of meetings

11. The Corporate Governance Committee shall meet at least once a year.

Attendance at meetings

12. The quorum for meetings of the Corporate Governance Committee shall be two members. A duly convened meeting of the Corporate Governance Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the Corporate Governance Committee.
13. The Corporate Governance Committee members may pass resolutions by way of written resolutions, but such must be passed by all Corporate Governance Committee members in writing.

Minutes of the Meetings

14. Minutes of the Corporate Governance Committee meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all Corporate Governance Committee members for their comments and records as

soon as practicable after the meeting and unless there is a conflict of interest, to all other members of the Board.

15. The secretary of the Corporate Governance Committee shall keep the minutes and resolutions passed at the Corporate Governance Committee meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

Annual General Meeting

16. The chairman of the Corporate Governance Committee shall attend (or in his / her absence, appoint another member of the Corporate Governance Committee or failing this his / her appointed delegate, to attend) the annual general meeting of the Company and be prepared to respond to the shareholders' questions on the activities of the Corporate Governance Committee.

Authority

17. The Corporate Governance Committee is authorised to seek any information it reasonably requires from any employee of the Company in order to perform its duties.
18. Where necessary, the Corporate Governance Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
19. The Company should provide the Corporate Governance Committee with sufficient resources to perform its duties.

Duties / Function

20. The Corporate Governance Committee shall:
 - 20.1 develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - 20.2 review and monitor the training and continuous professional development of directors and senior management;
 - 20.3 review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

- 20.4 develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- 20.5 review the Company's compliance with its corporate governance code;
- 20.6 prepare the corporate governance report for the Board's consideration and approval for disclosure;
- 20.7 review and develop the Company's policies on the disclosure of inside information pursuant to Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "**SFO**") and Rules 17.06 to 17.09 under Chapter 17 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**");
- 20.8 review continually and develop proper safeguards and measures to prevent a breach of any disclosure requirement in relation to the Company pursuant to Part XIVA of the SFO and Rules 17.06 to 17.09 of the GEM Listing Rules; and
- 20.9 do any such things to enable the Corporate Governance Committee to discharge its powers and functions conferred on it by the Board.

Reporting procedures

21. The Corporate Governance Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the Corporate Governance Committee's ability to do so.
22. The Corporate Governance shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.