



中国太平
CHINA TAIPING

中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 966)

**TERMS OF REFERENCE OF THE
CORPORATE GOVERNANCE COMMITTEE**

CHINA TAIPING INSURANCE HOLDINGS COMPANY LIMITED

Terms of Reference of the Corporate Governance Committee

Constitution

1. The Corporate Governance Committee (“the Committee”) was formed pursuant to the board meeting of CHINA TAIPING INSURANCE HOLDINGS COMPANY LIMITED (“the Company”) held on 17 October 2014.

Membership

2. The Committee shall consist of all executive directors of the Company. A quorum shall be two members, all decision of the Committee must be made by the Chairman of the Board or the General Manager together with any one of the executive directors.
3. The Chairman of the Committee shall be the Chairman of the Board.
4. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.
5. The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Authority

6. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with the requests made by the Committee within its terms of reference.
7. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

8. The duties of the Committee shall be:—
 - (a) to develop and review the Company’s policies and practices on corporate governance ;
 - (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;
 - (e) to review the Company’s compliance with the corporate governance code and disclosure in the corporate governance report; and
 - (f) to consider other topics as defined by the board.

Reporting procedures

9. The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the board.

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