

HUAYI TENCENT ENTERTAINMENT COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 419)

Terms of Reference of the Corporate Governance Committee of the board of directors (the “Board”) of the Company

1. **CONSTITUTION**

The Board of Huayi Tencent Entertainment Company Limited (the “Company”) has resolved to establish a Corporate Governance Committee (“Corporate Governance Committee”).

2. **MEMBERSHIP**

- a. The members of the Corporate Governance Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. A Director shall automatically cease to be a member of the Corporate Governance Committee on ceasing to be a director of the Company.
- b. The Chairman of the Corporate Governance Committee appointed by the Board must be a member of the Corporate Governance Committee and an executive director of the Company.
- c. The secretary of the Corporate Governance Committee shall be the company secretary of the Company.
- d. The appointment of the members and secretary of the Corporate Governance Committee may be revoked, or additional members may be appointed to the Corporate Governance Committee by separate resolutions passed by the Board.

3. **PROCEEDINGS OF THE CORPORATE GOVERNANCE COMMITTEE**

3.1 Notice

- a. Notice of any meetings of the Corporate Governance Committee has to be given at least 14 days prior to any such meeting being held. Any member may waive any notice required to be given by law or under these terms of reference, and the attendance of a member at a meeting shall be deemed to be a waiver by such member. Any member of the Corporate Governance

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Committee may, and the secretary of the Corporate Governance Committee on the request of a member of the Corporate Governance Committee shall, at any time summon a meeting of the Corporate Governance Committee. Notice shall be given to each member of the Corporate Governance Committee by telephone, by e-mail, by facsimile or any other electronic means at the telephone number, email address or facsimile number from time to time notified to the secretary by such member of the Corporate Governance Committee or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.

- b. Notice of meeting shall state the place, date and time of the meeting.
- c. An agenda together with other documents which may be required to be considered by the members of the Corporate Governance Committee for the purposes of the meeting shall be circulated to all members in a timely manner and at least 3 days before the intended date of the meeting.

3.2 Quorum

The quorum of the Corporate Governance Committee meeting shall be two (2). Any member of Corporate Governance Committee may participate in a meeting by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak, and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any member may be situated in any part of the world for any such meeting. The Chairman of Corporate Governance Committee shall preside as chairman at every meeting of the Corporate Governance Committee. In the absence of the Chairman, the members present may choose one of their members to be chairman of the meeting.

3.3 Frequency of meetings

Meetings shall be held at least once every year.

4. WRITTEN RESOLUTIONS

A resolution signed by all the members of Corporate Governance Committee shall be as valid as if it had been passed at a meeting of Corporate Governance Committee.

5. ANNUAL GENERAL MEETING

The Chairman of the Corporate Governance Committee shall attend the annual general meeting of the Company (“AGM”). If the Chairman of the Corporate Governance Committee is unable to attend the AGM, another member of the Corporate Governance Committee or failing this his duly appointed delegate, shall be available to answer questions at the AGM.

6. AUTHORITY

The Corporate Governance Committee may exercise the following powers in order to perform its duties :

- a. to seek any information it requires from any employee of the Company (together with its subsidiaries from time to time).
- b. to access to independent professional advice if necessary at the Company's expense and be provided with sufficient resources.

7. DUTIES

The duties of the Corporate Governance Committee shall include, without limitation:

- a. to develop and review a 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 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; and
- e. to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

8. REPORTING PROCEDURES

The secretary of the Corporate Governance Committee shall circulate all minutes of the meetings and written resolutions of the Corporate Governance Committee to all members of the Board.

9. MINUTES AND RECORDS

- a. Full minutes of the meetings and written resolutions of the Corporate Governance Committee should be kept by the secretary of the Corporate Governance Committee.
- b. The secretary of the Corporate Governance Committee shall circulate the draft and final versions of minutes of the meeting of the Corporate Governance Committee to all members of the Corporate Governance Committee for their comment and records respectively within a reasonable time after the meeting. The secretary of the Corporate Governance Committee shall record of individual attendance of members of the Corporate Governance Committee, on a named basis, at meetings.

10. CONTINUING APPLICATIONS OF THE BYE-LAWS OF THE COMPANY

The bye-laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Corporate Governance Committee.

In the event of any inconsistency, the English language text of these Regulations shall prevail over the Chinese language text.