



ANXIN-CHINA HOLDINGS LIMITED

中國安芯控股有限公司

(incorporated in the Cayman Islands with limited liability)

CORPORATE GOVERNANCE COMMITTEE

TERMS OF REFERENCE

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Anxin-China Holdings Limited
中國安芯控股有限公司

Corporate Governance committee
Terms of Reference

1. CONSTITUTION

- 1.1 The Corporate Governance committee was formed by the Board of the Company on 28 March 2012.

2 MEMBERSHIP

- 2.1 The members of the Corporate Governance committee shall be appointed by the Board.
- 2.2 The Corporate Governance committee shall consist of not less than three members, all of whom shall be Directors or management who are professionals in the relevant aspect of the Company and a majority of whom should be Independent Non-executive Director.
- 2.3 The Chairman of the Corporate Governance committee shall be appointed by the Board of Directors.

3 MEETINGS

- 3.1 The Company Secretary shall be the secretary of the Corporate Governance committee.
- 3.2 The Corporate Governance committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Corporate Governance committee.
- 3.3 A quorum of the Corporate Governance committee shall be any two members.
- 3.4 Notice of any meetings has to be given at least 3 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, a member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.
- 3.5 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.6 Resolutions of the Corporate Governance committee at any meetings shall be passed by a majority of votes of the members present.

3.7 A resolution in writing signed by all members of the Corporate Governance committee shall be as valid and effectual as if it had been passed at a meeting of the Corporate governance committee duly convened and held.

3.8 Full minutes of Corporate Governance committee meetings should be kept by the secretary of the Corporate Governance committee. Draft and final versions of minutes of the Corporate Governance committee meetings shall be circulated to all members of the committee for their comment and records within a reasonable time after the meeting. Such minutes of meeting shall be opened for the Board's inspection.

4 ATTENDANCE AT MEETINGS

4.1 At the invitation of the Corporate Governance committee, the Chairman of the Board and/or Chief Executive Officer, external advisers, consultants and other persons may attend the meetings.

4.2 Only members of the Corporate Governance committee are entitled to vote at the meetings.

5 FREQUENCY OF MEETINGS

5.1 The chairman of the Corporate Governance committee, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Corporate Governance committee's duties and responsibilities require.

5.2 The Corporate governance committee shall meet no less than one meeting a year.

6 AUTHORITY

6.1 The Corporate Governance 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 any request made by the Committee.

6.2 A member of the Corporate Governance committee may, through the company secretary, seek independent advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member of the Corporate Governance committee to the Company within its terms of reference.

6.3 The Corporate Governance committee shall be provided with sufficient resources to discharge its duties.

7 DUTIES & RESPONSIBILITIES

7.1 The Corporate Governance committee shall have the following duty and responsibilities: -

7.1.1 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

7.1.2 to review and monitor the training and continuous professional development of Directors and senior management;

7.1.3 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

7.1.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;

7.1.5 to review the Company's compliance with the code and disclosure in the Corporate Governance Report annually; and

7.1.6 do any such things to enable it to perform its duties conferred on it by the Board; and

7.1.7 to consider other topics, as defined by the Board.

8 REPORTING PROCEDURES

8.1 At the next meeting of the Board following a meeting of the Corporate Governance committee, the chairman of the committee shall report to the Board on the findings and recommendations of the committee.

9 PUBLICATION OF THE TERMS OF REFERENCE

9.1 The Corporate Governance committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.

9.2 The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.