



# **CRAZY SPORTS GROUP LIMITED**

## **瘋狂體育集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 82)**

### **Corporate Governance Committee of Crazy Sports Group Limited (the “Company”) (the “Committee”)**

#### **Terms of Reference**

The Committee was set up in 2012. The majority of the Committee members are independent non-executive directors of the Company.

#### **1 Membership**

- 1.1 The Committee members shall be appointed by the board of directors of the Company (the “Board”) from amongst the directors of the Company (the “Directors”) of which a majority so appointed shall be independent non-executive Directors whose terms shall run concurrently with their terms as the Directors.
- 1.2 The chairman of the Committee shall be an independent non-executive Director.
- 1.3 The Committee shall consist of not less than three members.

#### **2 Authority**

- 2.1 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 any request made by the Committee.
- 2.2 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 at the Company’s expenses.
- 2.3 The Committee shall be provided with sufficient resources by the Company to perform its duties.

#### **3 Duties**

The Committees shall perform the following duties:-

- 3.1 to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;

- 3.2 to review and monitor the training and continuous professional development of the Directors and senior management;
- 3.3 to review and monitor the Company'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 employees and the Directors; and
- 3.5 to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report in the Company's annual reports as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") from time to time.

#### **4 Meetings and Reports**

- 4.1 The Committee shall meet not less than once a year.
- 4.2 The meetings and proceedings are governed by the provisions contained in the by-laws of the Company for regulating meetings and proceedings of the Directors.
- 4.3 The Committee may invite any Directors or executives of the Company or other persons to attend meetings of the Committee as it may from time to time consider desirable to assist the Committee in performing its duties.
- 4.4 Information in relation to the Committee shall be included for the accounting period in the Corporate Governance Report in the Company's annual reports as required by the Listing Rules from time to time.

The terms of reference of the Committee are available on the Company's website.

*Adopted: 7 March 2012*