

FORGAME HOLDINGS LIMITED
雲遊控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00484)

**Terms of Reference for the
Corporate Governance Committee
of Forgame Holdings Limited
(the “Company”)
(with effect from 22 May 2020)**

Definitions

1. For the purposes of these terms of reference (the **Terms**):

Corporate Governance Committee means the corporate governance committee established by the resolution of the Board in accordance with clause 2 of these Terms.

Board means the board of directors of the Company.

Corporate Governance Code means the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules.

Directors means the members of the Board.

Group means the Company and its subsidiaries.

Listing Rules means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

Senior Management means the presidents, executive vice presidents, chief executive officer, Chief Financial Officer, chief products officer, chief operations officer, chief information officer, general counsel, Company Secretary and any other officers of the Company as may be appointed by the Board from time to time; and any other employees of the Company as may be determined by the Company's Remuneration Committee to be part of Senior Management.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Constitution

2. The Corporate Governance Committee was established by resolutions of the Board on 22 May 2020.

Membership

3. The members of the Corporate Governance Committee shall be appointed by the Board from time to time from among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. The quorum of a Corporate Governance Committee meeting shall be any two members of the Corporate Governance Committee one of whom must be an independent non-executive Director.
4. The Chairman of the Corporate Governance Committee shall be appointed by the Board and should be an independent non-executive Director.
5. No member of the Corporate Governance Committee shall receive, either directly or indirectly, any remuneration other than Directors' fees from the Company for any advisory or consultancy role or otherwise.
6. The term of office of a member of the Corporate Governance Committee shall correspond to that of a Director.

Frequency and procedure of meetings

7. Unless otherwise stated herein, the meetings of the Corporate Governance Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's Articles of Association.
8. Meetings shall be held not less than once a year. The Chairman of the Corporate Governance Committee shall convene a meeting upon request by any member of the Corporate Governance Committee.
9. An agenda and any accompanying Board papers should be sent in full to all Directors in a timely manner and at least three days before the proposed date of a meeting of the Corporate Governance Committee (or other agreed period).
10. Senior Management is obliged to supply the Directors with adequate information, in a timely manner, in order to enable them to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than the information initially provided by Senior Management, then that Director is entitled and encouraged to request further information until satisfied. All Directors shall have separate and independent access to Senior Management.
11. The Secretary of the Corporate Governance Committee shall be a Company Secretary or his/her appointed delegate.

Authority

12. The Corporate Governance Committee is authorised by the Board to discharge its duties within these Terms. It is authorised to seek any information it requires from the Directors and/or Senior Management. All Directors and Senior Management are directed to co-operate with the Corporate Governance Committee.
13. The Corporate Governance Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. Such expenditure shall be within limits agreed by the Board from time to time. The Corporate Governance Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Corporate Governance Committee.

Duties

14. The duties of the Corporate Governance Committee shall be:
 - (a) to develop and review the 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;
 - (e) to provide proposal on the major project of the Company for the Board;

- (f) to review the Company's compliance with the code provisions contained in the Corporate Governance Code and disclosure in the Corporate Governance Report; and
- (g) to consider other topics, as defined by the Board.

Reporting procedures

- 15. Full minutes of the Corporate Governance Committee's meetings should be kept by the Secretary of the Corporate Governance Committee as designated in clause 11 of these Terms, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 16. Minutes of meetings of the Corporate Governance Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Corporate Governance Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 17. Without prejudice to the generality of the duties of the Corporate Governance Committee set out in these Terms, the Corporate Governance Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

Provision of Terms

- 18. The Corporate Governance Committee shall make available these Terms on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining the role of the Corporate Governance Committee and the authority delegated to it by the Board.

Review of Terms

- 19. The Corporate Governance Committee shall review these Terms annually, and may consider and submit to the Board any proposed changes that the Corporate Governance Committee deems appropriate or advisable.