



**Edensoft Holdings Limited**  
**伊登軟件控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1147)**

**(the “Company”)**

**BOARD OF DIRECTORS**

**TERMS OF REFERENCE REGARDING CORPORATE GOVERNANCE**

**(Adopted by the Company pursuant to the Board’s resolutions passed on 14 April 2020)**

**1. ORGANIZATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has resolved to adopt these terms of reference on 14 April 2020.

**2. OBJECTIVE**

The main objective of these terms of reference is to set out the corporate governance duties that the Board shall perform.

**3. DUTIES**

The corporate governance duties of the Board are as follows:

- 3.1 to develop and review the policies and practices on corporate governance of the Company and its subsidiaries (collectively, the “**Group**”) and make recommendations;
- 3.2 to review and monitor the training and continuous professional development of Directors and senior management;
- 3.3 to review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements and other applicable organisational governance standards;
- 3.4 to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- 3.5 to review the Company’s compliance with the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and disclosure in the corporate governance report of the Company, including the annual corporate governance report and related disclosures in the annual and interim reports of the Company and ensuring compliance with relevant requirements under the Listing Rules or the rules of any other stock exchange in respect of which the securities of the Company are listed or quoted, or other laws, regulations, rules and codes as may be applicable to the Group;

- 3.6 to conform to any requirement, direction, and regulation that may from time to time be contained in the constitution of the Company or imposed by the Listing Rules or applicable law;
- 3.7 to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant risk management and internal controls systems, processes and policies, and in particular to monitor the implementation of the Company's plans to maintain high compliance with its own risk management standards;
- 3.8 to monitor each of the audit committee, remuneration committee and nomination committee of the Board has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the Listing Rules and any applicable law;
- 3.9 to review and monitor the Company's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determine the form and content of any required disclosure; and
- 3.10 to review and monitor the Company's communication policy with its shareholders to ensure a high degree of transparency and that the shareholders are informed of relevant information on a regular basis thus allowing them to evaluate the Group's performance and prospects.

#### **4. INTERPRETATION**

Interpretation of these terms of reference shall belong to the Board.

*Note:* These terms of reference are prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.