MOMENTA GLOBAL LIMITED

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock code: 6880)

TERMS OF REFERENCE OF THE CORPORATE GOVERNANCE COMMITTEE

Purpose

1. The purpose of the corporate governance committee (the "**Corporate Governance Committee**") of the board (the "**Board**") of directors (each a "**Director**") of MOMENTA GLOBAL LIMITED (the "**Company**", together with its subsidiaries, the "**Group**") is to assist the Board in performing the corporate governance duties.

Composition

2. The members of the Corporate Governance Committee shall be appointed by the Board from time to time, and shall comprise entirely independent non-executive Directors.

3. The chairperson of the Corporate Governance Committee (the "**Chairperson**") shall be appointed by the Board and shall be an independent non-executive Director.

Meetings

4. Unless otherwise stated herein, meetings and proceedings of the Corporate Governance Committee are governed by the provisions contained in the articles of association of the Company (as amended, supplemented or otherwise modified from time to time) (the "**Articles**") for regulating the meetings and proceedings of Directors.

5. The Corporate Governance Committee shall meet at least twice a year.

6. A meeting of the Corporate Governance Committee may be convened by any of its members. An agenda and accompanying meeting papers should be sent, in full, to all members of the Corporate Governance Committee in a timely manner and at least three days before the intended date of a meeting of the Corporate Governance Committee (or other agreed period). The quorum of a meeting of the Corporate Governance Committee shall be any two members of the Corporate Governance Committee.

7. Each member of the Corporate Governance Committee shall have one vote. Subject to the Articles, questions arising at any meeting of the Corporate Governance Committee shall be decided by a majority of votes, and in the case of an equality of votes, the Chairperson shall have a second or casting vote.

8. Members of the Corporate Governance Committee may participate in a meeting of the Corporate Governance Committee by conference telephone or other communications equipment by means of which all the persons participating in the meeting can communicate with each other at the same time. Participation by a member of the Corporate Governance Committee in a meeting in this manner is treated as presence in person at that meeting.

9. Members of the Corporate Governance Committee shall appoint a secretary of the Corporate Governance Committee (the "**Secretary**") to take minutes. In the absence of the Secretary, his/her delegate or any person elected by the members of the Corporate Governance Committee present at the meeting of the Corporate Governance Committee shall attend the meeting of the Corporate Governance Committee and take minutes. Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairperson or the Secretary of the meeting or succeeding meeting.

10. Full minutes of meetings of the Corporate Governance Committee shall be kept by the Secretary (or any other person as permitted under these Terms of Reference). The minutes shall be open for inspection at any reasonable time upon reasonable notice by any Director.

11. Minutes of meetings of the Corporate Governance Committee shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by the members 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, within a reasonable time after a meeting is held.

Annual general meetings

12. The Chairperson shall attend the Company's annual general meetings and be available to answer questions at such annual general meetings.

13. If the Chairperson is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Corporate Governance Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be available to answer questions at such annual general meeting.

Authority

14. The authority of the Corporate Governance Committee shall include such authority as set out in the Corporate Governance Code (the "**Corporate Governance Code**") as contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "**Listing Rules**") and Chapter 8A of the Listing Rules.

15. The Corporate Governance Committee is authorized by the Board to investigate any activity within these Terms of Reference, and seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Corporate Governance Committee.

16. The Corporate Governance Committee should be provided with sufficient resources to perform its duties, and is authorized by the Board to obtain independent professional advice at the Company's expense where necessary.

Duties

17. Without prejudice to any requirements under the Listing Rules, the duties of the Corporate Governance Committee shall include:

    (a) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;

    (b) reviewing and monitoring the training and continuous professional development of Directors and senior management of the Company;

    (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

    (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees of the Group and Directors;

    (e) reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Company's corporate governance report;

    (f) reviewing and monitoring whether the Company is operated and managed for the benefit of all its shareholders;

    (g) confirming, on an annual basis, that the beneficiaries of weighted voting rights have been Directors throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;

    (h) confirming, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;

    (i) reviewing and monitoring the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other (including with respect to any grants of options or awards to any beneficiary of weighted voting rights under a share scheme governed by Chapter 17 of the Listing Rules);

    (j) reviewing and monitoring all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and making a recommendation to the Board on any such transaction;

(k) making a recommendation to the Board as to the appointment or removal of the compliance adviser of the Company;

(l) seeking to ensure effective and on-going communication between the Company and its shareholders, particularly with regard to the requirements of Rule 8A.35 of the Listing Rules;

(m) reporting on its work on at least a half-yearly and annual basis covering all areas of these Terms of Reference;

(n) disclosing, on a comply or explain basis, its recommendations to the Board in respect of the matters in (i) to (k) above in the report referred to in (m) above; and

(o) considering other topics, as defined by the Board.

Reporting procedures

18. Without prejudice to the generality of the duties of the Corporate Governance Committee as set out in these Terms of Reference, the Corporate Governance Committee shall report to the Board on, and keep the Board fully informed of, its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosures due to regulatory requirements).

19. The Corporate Governance Committee shall ensure that the Board as a whole and Directors individually have proper access to reports and other materials related to the Corporate Governance Committee's work. It shall also ensure that such reports and materials are in a form and quality sufficient to enable the Board to make informed decisions on the subject matters, and that queries raised by Directors will be addressed promptly.

Miscellaneous

20. These Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

21. The Corporate Governance Committee shall make available these Terms of Reference, explaining its role and the authority delegated to it by the Board, by including them on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.momenta.cn).

(If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.)