



CCF FORTIS HOLDINGS LIMITED
(中 建 富 通 集 團 有 限 公 司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

(the “Company”)

**TERMS OF REFERENCE OF THE BOARD
FOR CORPORATE GOVERNANCE FUNCTIONS**

Corporate Governance Duties of the Board

The board of directors of the Company is responsible for performing the corporate governance duties which include, but not limited to:

1. to develop and review the Company’s policies and practices on corporate governance and make recommendations to the board of directors of the Company;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company’s compliance with the Corporate Governance Code under Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report contained in the annual report of the Company.

Note: “senior management” should refer to the same category of persons as referred to in the Company’s annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

29 March 2012