

**Kiddieland International Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
(the “Company”)

**TERMS OF REFERENCE OF THE BOARD  
WITH RESPECT TO CORPORATE GOVERNANCE DUTIES**

**Scope of application**

These terms of reference set out the corporate governance duties which the board of directors of the Company (the “Board”) is responsible to perform. The Board may also delegate the responsibility to a committee or committees.

**Corporate governance duties**

In performing its corporate governance duties, the Board shall : —

- (a) develop and review the Company’s policies and practices on corporate governance and make recommendations accordingly;
- (b) review and monitor the training and continuous professional development of directors and senior management of the Company and its subsidiaries;
- (c) review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company and its subsidiaries; and
- (e) review the Company’s compliance with the code provisions contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and disclosure in the corporate governance report of the Company required to be prepared pursuant to the Listing Rules.