

CHINA MOBILE LIMITED

Corporate Governance Functions

Terms of Reference

Corporate Governance Functions

1. The board of directors should be responsible for performing the corporate governance duties set out in these terms of reference.

Frequency of meetings

2. The board of directors shall meet at least once a year to discuss matters relating to the corporate governance of the Company.

Duties

3. The duties of the board of directors on corporate governance functions shall include:
 - to develop and review the Company's policies and practices on corporate governance;
 - to review and monitor the training and continuous professional development of directors and senior management;
 - to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
 - to review the Company's compliance with the Corporate Governance Code as set out in Appendix 14 to the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report.