

Tycoon Group Holdings Limited

滿貫集團控股有限公司

**Terms of reference of
the Corporate Governance Committee of the Board of Directors**

董事會企業管治委員會權責範圍及程序

Tycoon Group Holdings Limited (“Company”)
滿貫集團控股有限公司(“本公司”)

Terms of reference of the Corporate Governance Committee (“CGC”)
of the Board of Directors (“Board”) of the Company
董事會(“董事會”) 企業管治委員會(“企管會”)
權責範圍及程序

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有效期至: 長期 (直至另行通知)

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| 1. <u>Membership</u> | <u>成員</u> |
| 1.1 | The CGC shall comprise not less than three members to be appointed by the Board. |
| 1.2 | The Board shall appoint the chairman of the CGC. |
| 1.3 | Only members of the CGC have the right to attend the CGC meetings. However, any director, executive or other person may be invited to attend the meetings when the CGC considers that their attendance can assist it to discharge its duties. |
| 1.4 | A CGC member may not appoint any alternate. |
- 企管會成員由董事會委任，成員人數應不少於三位。
- 企管會主席由董事會委任。
- 只有企管會的成員方可出席企管會之會議。然而，若企管會議為任何董事、行政人員或其他人士可協助該會履行職責，則可邀請該等人士出席會議。
- 企管會成員不能委任代表。

2. Frequency and proceedings of meetings 會議次數及程序

- 2.1 The CGC shall meet at least once a year and at such other times as the chairman of the CGC shall require. 企管會應至少每年開會一次，並按企管會主席要求的其他時間開會。
- 2.2 The quorum for meetings of the CGC shall be two directors. A duly convened meeting of the CGC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the CGC. 企管會會議的法定人數應為兩位董事。正式召開而達到法定人數的企管會會議有權履行企管會獲賦予的一切或任何授權、權力和酌情權。
- 2.3 CGC members may pass resolutions by way of written resolutions, but such must be passed by all CGC members in writing. 企管會成員可以書面決議方式通過任何決議，惟必須所有企管會成員書面同意。

3. Secretary 秘書

- 3.1 The company secretary of the Company or his nominee shall act as the secretary of the CGC. 公司秘書或其代理人應擔任企管會秘書。

4. Notice of Meetings 會議通告

- 4.1 Meetings of the CGC shall be convened by the chairman of the CGC. In the absence of the chairman of the CGC, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the CGC when it is dealing with the succession of chairmanship. 企管會的會議應由企管會主席召開。如企管會主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。為免生疑慮、當企管會開會討論主席繼任問題時，董事會主席不應擔任該會議之主席。

- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the CGC and any other person required to attend at least seven working days before the meeting date. Supporting papers shall be sent at least three working days before the meeting.
- 4.3 A CGC member may or, on the request of a CGC member, the secretary to the CGC shall, at any time summon a CGC meeting. Notice shall be given to each CGC member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such CGC member or in such other manner as the CGC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

除非另有協議，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於開會日期之前最少7個工作天送交企管會各成員及其他需要出席會議的人士。補充文件應於開會之前最少3個工作天送交。

任何企管會成員或企管會秘書(應企管會成員的請求時)可於任何時候召集企管會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他企管會成員不時議定的方式發出予各企管會成員(以該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。

5. **Minutes of the Meetings**

會議記錄

- 5.1 Minutes of the CGC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all CGC members for their comments and records within fourteen working days after the meeting and unless there is a conflict of interest, to all other members of the Board.

企管會的會議記錄應詳細記錄會議上審議的事項及所作出的決定，包括會上提出的關注及相反意見。會議記錄的初稿及最後定稿應於會議完成後14個工作天內供企管會所有成員傳閱；以供提出意見及作其他記錄之用；若無利益衝突，亦應供董事會其餘全部成員傳閱。

- 5.2 The secretary of the CGC shall keep the minutes and resolutions passed at the CGC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.
- 企管會秘書應保存企管會之會議記錄及通過決議案之文件。除非有利益衝突，否則任何董事可在提出合理通知後，於任何合理時間內查閱上述文件。

6. Annual General Meeting

股東周年大會

- 6.1 The chairman of the CGC shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions on the activities of the CGC.
- 企管會主席應出席本公司的股東周年大會，並準備回答股東有關企管會會議的問題。

7. Duties

責任

- 7.1 The CGC shall:
- 企管會應：
- 7.1.1 develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 7.1.2 review and monitor the training and continuous professional development of directors and senior management of the Company and its subsidiaries;
- 檢討及監察本公司及其子公司的董事及高級管理人員的培訓及持續專業發展；
- 7.1.3 review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 7.1.4 develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company and its subsidiaries;
- 制定、檢討及監察本公司及其子公司的雇員及董事的操守準則及合規手冊（如有）；

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| 7.1.5 review the Company's compliance with the Corporate Governance Code in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (" Listing Rules ") and disclosure in the Corporate Governance Report; | 檢討本公司遵守香港聯合交易所有限公司證券上市規則("上市規則")附錄14的《企業管治守則》的情況及在《企業管治報告》內的披露； |
| 7.1.6 prepare the annual Corporate Governance Report for the Board's consideration and approval for disclosure; and | 編制年度企業管治報告，並提交董事會審議及批准予以披露；及 |
| 7.1.7 do any such things to enable the CGC to discharge its powers and functions conferred on it by the Board. | 採取任何行動使企管會可履行董事會賦予的權力及職能。 |

8. Reporting Responsibilities

報告責任

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| 8.1 The CGC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. | 企管會每次開會後，企管會主席應就企管會在其職責範圍內討論的一切事宜，向董事會提交正式的報告。 |
| 8.2 The CGC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. | 企管會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。 |

9. Authority

權力

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| 9.1 The CGC is authorised to seek any information it reasonably requires from any employee of the Company in order to perform its duties. | 企管會有權為履行職責而向本公司任何雇員合理地索取任何資料。 |
| 9.2 Where necessary, the CGC should seek independent professional advice, at the Company's expense, to perform its responsibilities. | 企管會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。 |

9.3 The Company should provide the CGC with sufficient resources to perform its duties. 本公司應向企管會提供充足資源以履行其職責。

10. **Other** **其他**

10.1 The CGC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 企管會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。