

(Effective as from 1 April 2012)
(自 2012 年 4 月 1 日起生效)



巨騰國際控股有限公司
JU TENG INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3336)

Terms of reference of the Corporate Governance Committee

企業管治委員會職權範圍

JU TENG INTERNATIONAL HOLDINGS LIMITED

巨騰國際控股有限公司

(the “Company” and “本公司”)

Terms of reference of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company
本公司董事會(“董事會”) 企業管治委員會(“委員會”) 權責範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the Board of the Company at its meeting held on 20 March 2012.

組成

本委員會是按本公司董事會於 2012 年 3 月 20 日會議通過成立的。

2. Membership

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors.

成員

委員會成員由董事會從董事會成員中挑選，委員會人數最少 3 名，而大部份之成員須為獨立非執行董事。

- 2.2 The Chairman of the Committee shall be appointed by the Board which shall be an independent non-executive director.

委員會主席由董事會委任，並由獨立非執行董事擔任主席。

- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可罷免或委任額外委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee 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 Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

會議程序

會議通知：

- (a) 除非委員會全體成員（口頭或書面）同意，召開委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員會在會議開始之時，以會議尚未妥善地召開為理由，出席以表達反對會議處理任何事項。
- (b) 任何委員會成員或委員會秘書（應委員會任何成員的請求）可於任何時候召集委員會會議。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(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)或委員會成員不時議定的其他方式發出予各委員會成員。
- (c) 以口頭方式作出的會議通知，應儘快(及在會議召開前)以書面方式確實。
- (d) 會議通告必須說明開會目的、時間和地點。議程及隨附委員會各成員就會議之目的可能需要參考的文件，一般於預期召開委員會會議前 7 天（無論如何不少於 3 天）(或經所有委員同意的其他時段)送達各成員參閱。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.

法定人數: 法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

3.3 **Frequency:** Meetings shall be held at least once a year or more frequently if circumstances require.

開會次數: 每年最少開會一次，或如果情況需要，次數更為頻密。

4. Written resolutions

書面決議

4.1 Written resolutions may be passed by all Committee members in writing.

委員會成員可以書面贊成方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字。

5. Alternate Committee members

委任代表

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

6. Authority of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “Group”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(a) 要求本公司及其任何附屬公司(合稱“本集團”)的任何雇員及專業顧問，提供委員會為執行其職責而需要的任何資料，準備並提交報告、出席委員會會議及提供所需資料及解答委員會提出的問題；

(b) to obtain outside legal or other independent professional advice, at the expenses of the Company, on or assistance to any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;

(b) 如委員會覺得有需要，可就涉及本職權範圍的事宜向有相關經驗及專業才能的獨立第三方尋求獨立法律及其他專業意見及協助，並確保有關經驗及專業人士出席會議，相關費用由本公司支付；

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| (c) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company; | (c) 如委員會覺得有需要，可委托製作報告或進行調查以協助履行其職務，並由本公司支付有關費用； |
| (d) to have access to sufficient resources in order to perform its duties; | (d) 可取得足夠資源以履行其職務； |
| (e) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; | (e) 每年檢討本職權範圍及其有效性，如委員會覺得有需要，可向董事會提供修改建議。 |
| (f) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged; and | (f) 為使委員會能恰當地執行其於第七章項下的責任，行使其認為有需要及有益的權力；及 |
| (g) to delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Group. | (g) 如委員會認為合適及符合本集團的最佳利益，轉授其權力予下屬小組委員會或委員會主席。 |

6.3 The Company should provide the Committee sufficient resources to perform its duties.

本公司應向委員會提供充足資源以履行其職責。

7. Duties

委員會的職責

7.1 The Committee shall keep the effectiveness of the corporate governance and system of internal non-financial controls of the Group. The Committee shall introduce and propose relevant principles concerning corporate governance and to review and determine the corporate governance policy, so as to enhance and to ensure a high standard of corporate governance practices in the Group.

委員會應保持本集團的企業管治和非財務類內部控制制度的有效性。委員會應引入，並提出關於企業管治的使用原則和審查，並確定企業管治政策，從而提高和確保本集團的企業管治常規能達到高標準。

7.2 The duties of the Committee shall include the following aspects:

- (a) to develop and review the Group's policies and practices on corporate governance and to make recommendations to the Board;
- (b) to review and approve the annual corporate governance report and related disclosures in the annual and interim reports of the Group and ensuring compliance with relevant requirements under the Listing Rules or the rules of any other stock exchange in respect of which the securities of the Company are listed or quoted, or other laws, regulations, rules and codes as may be applicable to the Group (the "**Applicable Laws**");
- (c) to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant internal controls systems, processes and policies, and in particular to monitor the implementation of the Group's plans to maintain high compliance with its own risk management standards.
- (d) to monitor each of the Audit Committee, Remuneration Committee and Nomination Committee has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the Listing Rules and any Applicable Laws;
- (e) to monitor proper segregation of duties between the Chairman and the Chief Executive Officer of the Group;
- (f) to develop and formalise the functions reserved to the Board and those to be delegated by the Board to the management of the Group, and to review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group;

委員會的職責應包括以下幾個方面：

- (a) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；
- (b) 審查和批准年度企業管治報告和本集團的年報及中期報告中相關披露，及確保相關披露有遵守上市規則或本公司的證券於任何其他上市或報價的證券交易所的規則、或適用於本集團的其他法律、法規、規則和守則（“**適用法律**”）；
- (c) 確保有適當的監測系統以確保相關內部控制系統、過程和政策規定被遵循，特別是監察本集團有嚴格實施對維持自身風險管理標準的計劃。
- (d) 監察審計委員會，薪酬委員會及提名委員會已按照各自的職權範圍、上市規則及任何適用的法律正式履行各自的職責和義務；
- (e) 監察本集團主席及行政總裁之間職責適當的區分；
- (f) 制定及規範那些保留予董事會的職能及那些轉授予本集團管理層的職能，並就此定期作出檢討，以確保有關安排符合本集團的需要；

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| <p>(g) to review and monitor the Group's process of disclosure, including assessing and verifying the accuracy and materiality of price-sensitive information and determine the form and content of any required disclosure;</p> | <p>(g) 檢討及監察集團的披露過程，包括評估和核實股價敏感資料的準確性和重要性，並確定任何需要披露的形式和內容；</p> |
| <p>(h) to review and monitor the Group's communication policy with its shareholders to ensure a high degree of transparency and that the shareholders are informed of relevant information on a regular basis thus allowing them to evaluate the Group's performance and prospects;</p> | <p>(h) 檢討及監察本集團與股東的通信政策，以確保高透明度及使股東們能定期得到評估本集團的業績和前景相關基礎的信息；</p> |
| <p>(i) to review and monitor the Group's policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board or contained in any constitutional documents of the Group or imposed by the Listing Rules, the Applicable Laws and other applicable organizational governance standards;</p> | <p>(i) 檢討及監察本集團的政策及常規有遵守董事會所制定、或載於本集團的任何憲制性文件、或根據上市規則、適用法律或其他適用的企業管治標準的任何要求，指引和規定；</p> |
| <p>(j) to review and monitor the training and continuous professional development of directors and senior management of the Group;</p> | <p>(j) 檢討及監察本集團董事及高級管理人員的培訓及持續專業發展；</p> |
| <p>(k) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Group;</p> | <p>(k) 制定、檢討及監察本集團僱員及董事的操守準則及合規手冊(如有)；</p> |
| <p>(l) to review the Group's compliance with the corporate governance code from time to time adopted by the Group and the disclosure in the corporate governance report to be contained in the Company's annual reports;</p> | <p>(l) 檢討本集團遵守其不時採納的企業管治守則及在本公司年報中所刊載的企業管治報告內的披露；</p> |
| <p>(m) to review from time to time as appropriate these terms of reference and the effectiveness of the Committee and recommend to the Board any necessary changes;</p> | <p>(m) 不時檢討這份職權範圍和委員會的有效性，向董事會建議任何必要的變更；</p> |
| <p>(n) to do any such things to enable the Committee to discharge its duties conferred on it by the Board from time to time;</p> | <p>(n) 作出可確保委員會能夠履行董事會不時指示的職責的相關行動；</p> |

(o) to address and deal with such other matters as may be delegated by the Board to the Committee.

(p) to report to the Board on the matters set out above.

8. Minutes and records

8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of the Listing Rules apply.

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of Committee members, on a named basis, at meetings held during that financial year.

9. Annual general meeting

9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

(o) 解決和處理可能由董事會交予委員會的其他事項；及

(p) 就上述事宜向董事會匯報。

會議紀錄

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會成員將不計入法定人數內、而除非 << 上市規則 >> 附錄三附註一適用，相關委員或其任何聯繫人於有重大利益的委員會決議項目下，必需放棄投票。

委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間（一般指委員會會議結束後的14天內）內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

委員會秘書應將就本公司財政年度內委員會所有會議的會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

股東周年大會

委員會的主席應出席股東周年大會，或在委員會主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）代表其出席，並就委員會的活動及其職責在股東周年大會上回應問題。

10. Continuing application of the articles of association of the Company

- 10.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

12. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and/or on the website of The Stock Exchange of Hong Kong Limited.

本公司組織章程的持續適用

就前文未有作出規範，但就董事會會議和程序於本公司章程細則作出的規範，均適用於委員會的會議和程序。

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程細則及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除。惟有關職權範圍及決議之修訂及廢除，並不影響任何在有關行動作出前，委員會已採取的行動或已經通過的決議之有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及/或香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 20 March 2012

於 2012 年 3 月 20 日採納