



南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

(thereafter the “Company”)

Executive Committee — Terms of Reference

1. CONSTITUTION

The board of directors of the Company (the “Board”) hereby constitutes and establishes an executive committee (the “Committee”) with authority, responsibility, and specific duties as described in this Committee Terms of Reference (the “Terms of Reference”).

2. MEMBERSHIP

- 2.1 Members of the Committee shall comprise all executive directors of the Company.
- 2.2 The Chairman of the Committee shall be the Chairman of the Company, or any such person as nominated by the Chairman of the Company.
- 2.3 A member of the Committee who ceases to be an executive director of the Company shall immediately and automatically cease to be a member of the Committee.

3. SECRETARY

- 3.1 The Company Secretary shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

4. MEETINGS

- 4.1 The Committee shall meet as and when it is necessary. Any one Member may request the secretary of the Committee to convene a meeting.
- 4.2 Unless otherwise waived by all members of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than 3 days before the date of the meeting.
- 4.3 Meetings could be held in person, by telephone or by video conference.

- 4.4 The quorum of the Committee shall be any three Members provided that notice of Meeting has been given to all members. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members of the Committee present. In case of any equality of votes, the Chairman of the Committee shall have a casting vote.
- 4.5 Subject to compliance with the Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”) and the applicable laws and regulations, a resolution in writing signed by all the Members of the Committee for the time being shall be as valid and effectual as a resolution of the Committee passed at a meeting duly convened, held and constituted.
- 4.6 The Secretary shall minute the resolutions passed at all Committee meetings.

5. AUTHORITY

- 5.1 The Committee is authorized by the Board to:
- (a) review any activity within its terms of reference, including but not limited to marketing, finance and manufacturing operations;
 - (b) on behalf of the Board, to exercise the powers of the Board to require the provision of and explanations from the employees and business partners of the Company and its subsidiaries (the “Group”) as such Members consider necessary or desirable to fulfill the duties of the Committee; and
 - (c) engage, for and on behalf of the Company, external legal or independent professional advice to assist the Committee in their work; and such advisors may attend Committee meetings as such Committee considers necessary or desirable.

6. DUTIES

- 6.1 The duties of the Committee shall be:
- (a) to discuss and make decisions on matters relating to the day to day management and operations of the Group;
 - (b) to evaluate, determine, and approve the Company’s short-term and long-term funding requirements, taking into account the funding costs, gearing ratios and cashflow projections (“Financial/treasury planning”) and to form and present the appropriate financial/treasury planning strategy to the Board for approval;
 - (c) to monitor and oversee the financial and operational performance of the Group;

- (d) to review, assess, negotiate and agree the required banking facilities in accordance with the Financial/treasury plan approved by the Board, to approve the authorized signatories and their respective signing limits, and authorize the executive director(s) to execute relevant banking documents for and on behalf of the Company including but not limited to those for the banking facilities; for the opening/closing of bank accounts maintained with any local or offshore banks; and/or for the change of the authorized signatories and their operating limits (if any);
- (e) to assess and make recommendations to the Board on major acquisitions of or investments in business or projects;
- (f) to assess and approve the remuneration for employees of the Group, other than those for directors and/or senior management which require the approval of Remuneration Committee and the Board;
- (g) to assume such other responsibilities as from time to time may be delegated by the Board;
- (h) to undertake the role of Risk Management within the Company and to minimize or mitigate major risks to the operations of the Group, including but not limited to those risks relating to business, operations, finance (interest rates, currency, and credit), liquidity, reputation, environment, natural disasters, political, corporate governance and compliance, etc.; to evaluate the Risk Appetite (maximum amount of risk bearable by the Group) under each major Risk category and either take mitigating actions or recommend such mitigating actions to the Board or any other committee of the Board (as appropriate) for approval.

7. GENERAL

- 7.1 Any amendment or supplement to this Terms of Reference must be approved by the Board.
- 7.2 For such period and at such frequencies as the Board may determine, copies of the minutes of the Committee shall be circulated to the Board for their information.
- 7.3 The Terms of Reference will be posted on the website of the Company and that of the Stock Exchange. A copy of the Terms of Reference will be made available upon request.