

**CHINA FIRST CAPITAL GROUP LIMITED**  
**(中國首控集團有限公司)**

**董事會風險管理委員會職權範圍**  
**Terms of reference of**  
**the Risk Management Committee of the Board of Directors**

# CHINA FIRST CAPITAL GROUP LIMITED (中國首控集團有限公司)

(the “Company” and 「本公司」)

## Terms of reference of the Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company 董事會(「董事會」)風險管理委員會(「委員會」) 職權範圍

(中文本為翻譯稿，僅供參考用)

### 1. CONSTITUTION

1.1 The board of directors (“Directors”) of the Company (the “Board”) resolved to constitute and establish a risk management committee (the “Risk Management Committee”) on 31 December 2015, with authority, responsibility, and specific duties as described below.

1.2 The Risk Management Committee is responsible for assisting the Board in (i) deciding the risk level and risk appetite of the Company and its subsidiaries (collectively the “Group”); and (ii) considering the Company’s risk management, internal control systems, environmental, social and governance (“ESG”) strategies and give s directions where appropriate.

### 2. MEMBERSHIP

(a) Members of the Risk Management Committee shall be appointed by the Board from amongst Directors and shall consist of not less than three members (including the executive chairman or chief executive officer of the Company and two other Directors), at least one member shall be an independent non-executive Director.

### 1. 組成

1.1. 本公司董事(「董事」)會(「董事會」)於2015年12月31日決議組成並成立風險管理委員會(「風險管理委員會」)，其職權、職責及具體職務載述如下。

1.2 風險管理委員會負責協助董事會(i)決定本公司及其附屬公司(統稱「本集團」)的風險水平及可承受風險程度；及(ii)考慮本公司的風險管理、內部監控系統、環境、社會及企業管治策略及於適當時候給予指引。

### 2. 成員

(a) 風險管理委員會的成員應由董事會從董事中委任。風險管理委員會須由不少於三名成員組成(當中包括本公司的執行主席或行政總裁及另外二名董事)，至少有一名成員須為獨立非執行董事。

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| (b) | The chairman of the Risk Management Committee shall be appointed by the Board and must be a Director.  | (b) | 風險管理委員會的主席應由董事會委任，且必須為董事。                        |
| (c) | The company secretary of the Company (the “Company Secretary”) or his/her delegate shall be the secretary of the Risk Management Committee.  | (c) | 本公司的公司秘書(「公司秘書」)或其受委人應為風險管理委員會的秘書。               |
| (d) | The appointment of the members and the secretary of the Risk Management Committee may be revoked, or additional members may be appointed to the Risk Management Committee by separate resolutions passed by the Board. | (d) | 風險管理委員會成員及秘書的任命可予撤回，董事會亦可通過獨立決議案委任額外成員加入風險管理委員會。 |

### 3. PROCEEDINGS OF THE COMMITTEE      3. 議事程序

#### (a) Notice

#### (a) 通告

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| (i)  | Unless otherwise agreed by all the Risk Management Committee members, a meeting of the Risk Management Committee shall be called by at least two days’ notice;   | (i)  | 除非另行獲風險管理委員會全體成員同意，否則召開風險管理委員會會議前應最少給予兩天通告；  |
| (ii) | A member of the Risk Management Committee may, and on the request of a member of the Risk Management Committee, the secretary of the Risk Management Committee shall, at any time summon a meeting of the Risk Management Committee. Notice shall be given to each member of the Risk Management Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or e-mail address from time to time notified to the secretary of the Risk Management Committee by such member of the Risk Management Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing; and | (ii) | 風險管理委員會成員可隨時(及如應風險管理委員會成員要求，則風險管理委員會秘書應)召開風險管理委員會會議。向風險管理委員會各成員發出的通告應親身口頭或以書面告知或以電話或傳真或電子方式傳送至該風險管理委員會成員不時知會風險管理委員會秘書的電話號碼或傳真號碼或地址或電郵地址或以該等成員可能不時決定的其他途徑發出。任何口頭告知的通告應以書面確認；及 |

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| <p>(iii) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Risk Management Committee for the purposes of the meeting.</p>  | <p>(iii) 會議通告應列明會議時間及地點，並應隨附會議議程連同風險管理委員會成員就會議目的可能須省覽的其他文件。</p>  |
| <p><b>(b) Quorum</b></p> <p>The quorum of the Risk Management Committee meeting shall be two members of the Risk Management Committee (one of whom shall be the chairman). Other Board members have the right to attend Risk Management Committee meetings, though they shall not be counted in the quorum.</p>   | <p><b>(b) 法定人數</b></p> <p>風險管理委員會的會議法定人數應為兩名風險管理委員會成員(其中一名應為主席)。董事會的其他成員亦有權出席風險管理委員會的會議，惟該等成員不應計入法定人數內。</p>  |
| <p><b>(c) Attendance at Meetings</b></p> <p>Members of the Risk Management Committee may attend meetings either in person or through other electronic means of communication.</p>   | <p><b>(c) 出席會議</b></p> <p>風險管理委員會成員可親自出席會議，或透過其他電子溝通方式參與會議。</p>  |
| <p><b>(d) Frequency of Meeting</b></p> <p>(i) Meetings shall be held at any time as and when necessary or desirable, but at least once a year.</p> <p>(ii) Any member of the Risk Management Committee may request a meeting if he/she considers necessary.</p> <p>(iii) Except for provided herein, proceedings of the Risk Management Committee's meeting shall be governed by the provisions contained in the bye-laws of the Company.</p> | <p><b>(d) 會議次數</b></p> <p>(i) 在有需要或適宜的情況下，風險管理委員會可隨時舉行會議，但一年至少一次。</p> <p>(ii) 任何風險管理委員會成員均可於其認為有需要的情況下要求舉行會議。</p> <p>(iii) 除另有規定外，風險管理委員會的議事程序須受本公司細則規定規範。</p> |
| <p><b>(e) Minutes of meetings</b></p> <p>(i) Full minutes of the Risk Management Committee meetings shall be kept by the Company Secretary.</p>   | <p><b>(e) 會議記錄</b></p> <p>(i) 公司秘書須保管完整的風險管理委員會會議紀錄。</p>   |

- (ii) Draft and final versions of minutes of Risk Management Committee meetings shall be sent to all Risk Management Committee members for their comment and records within a reasonable time after the meeting upon request.
- (ii) 風險管理委員會會議的會議記錄草稿及定稿應要求於會議後的合理時間內送交予風險管理委員會全體成員，供彼等提供意見及保存。

- (iii) The Company Secretary shall circulate the minutes of the meeting of the Risk Management Committee to all members of the Board.
- (iii) 公司秘書須將風險管理委員會的會議紀錄交董事會所有成員傳閱。

**(f) Written resolutions**

Written resolutions may be passed by all members of the Risk Management Committee in writing. Such a resolution may consist of several documents in the like form, each signed by one or more members of the Risk Management Committee.

**(f) 書面決議案**

風險管理委員會全體成員可以書面形式通過書面決議案。該決議可由多份相同格式的文件組成，而每份文件由一位或多位風險管理委員會成員簽署。

**4. RESPONSIBILITIES, DUTIES AND AUTHORITIES**

**4. 責任、職責及權力**

- (a) To consider and continuously monitor the company's risk management, internal control systems and ESG strategies;
- (a) 省覽及持續監督本公司的風險管理、內部監控系統、環境、社會及企業管治策略；
- (b) To consider and review risk management, internal control systems and ESG policies and guidelines and submit to the Board for discussion and approval;
- (b) 省覽及審閱風險管理、內部監控系統、環境、社會及企業管治政策、指引及報告並提交董事會審議及批准；
- (c) To decide on risk levels, risk appetite, appropriate corporate objectives, targets and related resource allocation;
- (c) 決定風險水平、可承受風險程度、適當的企業目的、目標及相關資源分配；
- (d) To evaluate major decisions affecting the Group's risk profile or exposure and give such directions as it considers appropriate and make recommendations to the Board;
- (d) 須就影響本集團風險組合或威脅的重大決定進行評估，並給予其認為適當的指示及向董事會提出建議；
- (e) To evaluate major risk management activities such as hedging transactions and make recommendations to the Board;
- (e) 評估重大風險管理活動，例如對沖交易及向董事會提出建議；

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| (f) | To review the Group’s approach to risk management, internal control systems and ESG and recommend to the Board for approving the changes or improvements to key elements of its processes and procedures;   | (f) | 審閱本集團的風險管理、內部監控系統、環境、社會及企業管治方針，並向董事會提出建議更改或改善有關其手續及程序的主要部分；                            |
| (g) | To develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;   | (g) | 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；  |
| (h) | To review and monitor the training and continuous professional development of directors and senior management;  | (h) | 檢討及監察董事及高級管理人員的培訓及持續專業發展；  |
| (i) | To review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;  | (i) | 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；  |
| (j) | To develop, re view and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;   | (j) | 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；   |
| (k) | To re view the Company’s compliance with the provisions of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and disclosure in the Corporate Governance Report of the Company; | (k) | 檢討本公司遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載《企業管治守則》及《企業管治報告》條文的情況及在本公司的《企業管治報告》內的披露； |
| (l) | To provide an update report on risk management, internal control systems and ESG to the Board in this regard no less frequent than annually;  | (l) | 最少每年就風險管理、內部監控系統、環境、社會及企業管治向董事會提供一次最新報告；   |
| (m) | To review the effectiveness of the work on risk management, internal control systems and ESG;   | (m) | 檢討風險管理、內部監控系統、環境、社會及企業管治工作的有效性；  |
| (n) | To be responsible for ESG reporting and compiling the ESG report of the Company; and  | (n) | 負責環境、社會及企業管治的報告和編製本公司的環境、社會及企業管治報告；及   |

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| <p>(o) To review the Company's compliance with the Listing Rules, as amended from time to time, and the Company's risk management, internal control systems and ESG as directed by the Board, or required by the bye-laws of the Company and/or applicable laws and regulations, as amended from time to time.</p> | <p>(o) 檢討本公司遵守經不時修訂的上市規則及董事會不時指定或本公司細則不時所載又或其他不時修訂的適用法律法規關於風險管理、內部控制制度、環境、社會及企業管治的情況。</p> |
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Within first week after each month end, the Risk Management Committee should be provided with necessary reports which it requires to perform its duties.

於每月結束後首個星期內，風險管理委員會應獲提供履行其職責所需的必要報告。

The Risk Management Committee shall be provided with sufficient resources to perform its duties and shall have access, at the Company's expense, to independent advice if necessary.

風險管理委員會應獲提供足夠資源履行其職責，並有權在有需要時取得獨立意見，費用由本公司承擔。

## 5. AUTHORITY

## 5. 權力

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| <p>(a) The Risk Management Committee shall have access to such information and advice, whether from sources within or outside the Group, as it deems necessary.</p>  | <p>(a) 風險管理委員會有權取得其視為必要的資料及意見(不論從本集團內部或外部來源)。</p>                                  |
| <p>(b) The Risk Management Committee is authorized by the Board to investigate any activity within its terms of reference. The Risk Management Committee is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Risk Management Committee.</p> | <p>(b) 董事會授權風險管理委員會在其職權範圍內進行任何調查。風險管理委員會有權向任何僱員索取任何所需資料，而所有僱員須對風險管理委員會的要求予以合作。</p> |
| <p>(c) The Risk Management Committee shall have rights to seek such opinions from legal and other professional consultants as it considers necessary.</p>  | <p>(c) 風險管理委員會有權向法律及其他專業顧問尋求其認為必要的意見。</p>  |

## **6. REPORTING RESPONSIBILITIES**

- (a) The chairman of the Risk Management Committee shall report formally to the Board on its proceedings after each meeting on all matters within his/her duties and responsibilities.
- (b) The Risk Management Committee shall make recommendations to the Board it deems appropriate on any area within its terms of reference where action or improvement is needed.

## **7. CASTING VOTE**

In the case of an equality of votes, chairman of the Risk Management Committee shall have the casting vote.

## **8. ANNUAL GENERAL MEETING**

The chairman of the Risk Management Committee (or in his/her absence, his/her duly appointed delegate) shall attend the annual general meeting of the Company and be prepared to respond to any shareholder's questions on the Risk Management Committee's activities.

## **9. GENERAL**

The Risk Management Committee should make available (where necessary) these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of the Stock Exchange and the Company.

## **6. 申報責任**

- (a) 風險管理委員會主席須於每次會議後向董事會正式滙報其職務及職責範圍內所有事宜的議項。
- (b) 風險管理委員會須就視為適合其職權範圍而需要行動或改善的事宜向董事會提出建議。

## **7. 決定票**

倘出現票數相同的情況，風險管理委員會主席有權投決定票。

## **8. 股東週年大會**

風險管理委員會主席(或在其缺席時，其授權委任的代表)應出席股東週年大會，並於會上回答任何股東有關風險管理委員會活動的提問。

## **9. 一般事項**

風險管理委員會(在必要時)須在聯交所網站及本公司網站刊登此職權範圍，以說明其職責及獲董事會授予的權力。