

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

GLOBAL SWEETENERS HOLDINGS LIMITED
大成糖業控股有限公司

董事會持續關連交易執行委員會職權範圍
Terms of reference of
the Continuing Connected Transactions Executive Committee
of the Board of Directors

Global Sweeteners Holdings Limited
大成糖業控股有限公司
(the “Company” and “本公司”)

Terms of reference of the Continuing Connected Transactions Executive Committee
(the “Committee”) of the Board of Directors (the “Board”) of the Company

董事會(“董事會”) 關連交易執行委員會 (“委員會”)

職權範圍

(中文本為翻譯稿，僅供參考用)

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| 1. <u>Constitution</u> | <u>組成</u> |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 3 September 2007. | 本委員會是按本公司董事會於 2007 年 9 月 3 日會議決議通過成立的。 |
| 2. <u>Membership</u> | <u>成員</u> |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the executive directors only of the Company and shall consist of not less than two members. | 委員會由董事會從其執行董事中委任組成，委員會人數最少 2 名。 |
| 2.2 The secretary of the Committee shall be appointed by the Board. | 委員會秘書由董事會委任。 |
| 2.3 The appointment of the members or secretary 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 | 經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員或秘書。 |
| 3. <u>Proceedings of the Committee</u> | <u>會議程式</u> |
| 3.1 <i>Notice:</i> | <u>會議通知：</u> |
| (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by giving at least seven days’ notice. | 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。 |

(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 telex or telegram or facsimile transmission or electronic message at the telephone number or facsimile number or email address or 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 and shall be accompanied by 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. The agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

4. Written resolutions

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

5. Alternate Committee members

5.1 No alternate may be appointed by a Committee member may not appoint any alternate.

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

會議可以由任何一位委員會成員，及在一名委員會成員要求下，秘書必須召開委員會會議。會議通知必須以口頭、書面、電話、電報、傳真或電子通訊或其它委員會成員決定的方法送到各委員會成員不時通知秘書的電話或傳真號碼或電郵位址或郵寄地址。

以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。

召開會議的成員或秘書必須說明開會目的、開會時間、地點、議程及提供有關文件予各成員及秘書參閱。文件應與議程一起送出，而議程應於會議通告(或確認會議通告的函)一併發出，並至少在計畫舉行委員會會議日期的最少三天前(或協定的其它時間內)送出。委員會其它所有會議在切實可行的情況下亦應採納以上安排。

書面決議

委員會成員可以以書面贊成方式通過任何決議，惟所有委員會成員必須簽字。

委任代表

委員會成員不能委任代表。

委員會的權力

委員會可以行使以下權力：

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| <p>(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;</p> | <p>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之問題;</p> |
| <p>(b) to obtain outside legal or other independent professional advice at the expenses of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary;</p> | <p>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,並由本公司支付有關費用;</p> |
| <p>(c) to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company;</p> | <p>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;</p> |
| <p>(d) 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; and</p> | <p>對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議;及</p> |
| <p>(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p> | <p>為使委員會能合理地執行本職權範圍第七章所列的職責,行使其認為有需要及有益的權力。</p> |
| <p>6.2 The Committee should be provided with sufficient resources to discharge its duties.</p> | <p>委員會應獲供給充足資源以履行其職責。</p> |

7. Duties

7.1 The duties of the Committee shall be:

- (a) to develop and review the Group’s policies and practices on continuing connected transactions (the “CCT”) and to make recommendations to the Board;

委員會的責任

委員會負責履行以下責任:

- 制定及檢討本集團的持續關連交易(“持續關連交易”)政策及常規,並向董事會提出建議;

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| (b) | to monitor, review and manage the continuing connected transactions between the Group on one part and GBT and its subsidiaries (other than the Group and the Company's jointly controlled entities) (collectively, the "GBT Group"); | 監察、審閱及管理本集團與大成生化及其附屬公司(本集團及本公司的共同控制實體除外)(統稱“大成生化集團”)的持續關連交易； |
| (c) | to ensure the continuing connected transactions with GBT Group will be in accordance with Rule 14A of the Listing Rules; | 確保與大成生化集團的持續關連交易遵守上市規則第 14A 章下的有關規定； |
| (d) | to follow the detailed rules and guidelines ("Prescribed Guidelines") that devised and revised from time to time by CCT Supervisory Committee and ensure that the continuing connected transactions with GBT Group will be entered into in accordance with the respective agreements ("Master Agreement") entered into between the Group and the GBT Group, on normal commercial terms and on terms that are fair and reasonable and in the interests of the shareholders as a whole; | 遵守持續關連交易監督委員會不時訂立及修訂的規則及指引("規定指引"), 確保與大成生化集團的持續關連交易根據本集團與大成生化集團訂立的協議("大綱協議"), 並按正常商業條款及公平合理的條款進行, 且符合股東的整體利益； |
| (e) | to prepare continuing connected transactions report and submitted to CCT Supervisory Committee on regular basis; | 編製日常持續關連交易報告, 定期呈交予持續關連交易監督委員會； |
| (f) | to report to the Board on the matters set out above. | 就上述事宜向董事會彙報。 |

8. Reporting procedures

- 8.1 Full minutes of the Committee meetings and all written resolutions of the Committee should be kept by the secretary of the Committee.

會議紀錄及書面決議的傳閱

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

8.2 The secretary of the Committee shall circulate the draft and final version of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meeting or the passing of the written resolutions.

委員會秘書應將委員會會議記錄的初稿及最後定稿或書面決議，在會議後或通過該書面決議後一段合理時間內先後發送委員會全體委員，初稿供成員表達意見，最後定稿作其紀錄之用。

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 members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應備存於本公司各財政年度委員會舉行的會議紀錄及個別成員出席紀錄。

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

本公司章程的持續適用

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程式的規定，適用委員會的會議程式。

10. Powers of the Board

董事會權利

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, 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.

本決議所有規則，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，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

Adopted on 20 March 2012
於 2012 年 3 月 20 日採納