

(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監督委員會職權範圍**  
**Terms of reference of**  
**the Continuing Connected Transactions Supervisory 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”)

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

**董事會(“董事會”) 關連交易監督委員會 (“委員會”)**

**職權範圍**

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(中文本為翻譯稿，僅供參考用)

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| <p><b>1. <u>Constitution</u></b></p> <p>1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 3 September 2007.</p>  | <p><b><u>組成</u></b></p> <p>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。</p>  |
| <p><b>2. <u>Membership</u></b></p> <p>2.1 Members of the Committee shall be appointed by the Board from amongst the independent non-executive directors only of the Company and shall consist of not less than three members.</p> <p>2.2 The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.</p> <p>2.3 The secretary of the Committee shall be appointed by the Board.</p> <p>2.4 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.</p> | <p><b><u>成員</u></b></p> <p>委員會由董事會從其非獨立執行董事中委任組成，委員會人數最少 3 名。</p> <p>委員會主席由董事會委任及必須是獨立非執行董事。</p> <p>委員會秘書由董事會委任。</p> <p>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。</p> |
| <p><b>3. <u>Proceedings of the Committee</u></b></p> <p>3.1 <i>Notice:</i></p>  | <p><b><u>會議程式</u></b></p> <p><b><u>會議通知：</u></b></p>   |

(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.

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。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

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。

(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).

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。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

**法定人數：**會議法定人數為兩位成員。

3.3 **Frequency:** Meetings shall be held at least four times a year at approximately quarterly intervals to consider the Quarterly Report prepared by the CCT Executive Committee.

**開會次數：**委員會會議應每年召開至少四次，大約每季一次，討論由關連交易執行委員會準備的季度報告。

#### 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。

## 5. Alternate Committee members

## 委任代表

5.1 No alternate may be appointed by 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 members from the independent management team (“**CCT Executive Committee**”) from time to time appointed by the Board for the monitoring, review and management of any continuing connected transactions (“**Relevant Transactions**”) from time to time entered into between the Company and its subsidiaries and jointly controlled entities (“**Group**”) on one part and Global Bio-chem Technology Group Company Limited and its subsidiaries (other than members of the Group)(“**GBT Group**”) on the other part, any employee of the Group or any professional advisers (including auditors), 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;

要求由本公司就監察、審核及管理與大成生化集團成員進行的持續性關連交易 (“**有關關連交易**”) 而不時組成的關連交易執行委員會 (“**關連交易執行委員會**”) 的成員、本公司及其任何附屬公司及共同控制公司 (“**本集團**”) 的任何雇員及專業顧問 (含核數師) 提交報告、出席委員會會議及提供所需資料及解答問題；

(b) to monitor whether the CCT Executive Committee has, in its performance of its monitoring, review and management function of the Relevant Transactions, contravened any Prescribed Guidelines (as defined below) devised by the Committee and approved by the Board;

監控關連交易執行委員會的成員在履行其監察、審核及管理有關關連交易時有否違反委員會訂下並獲董事會批准的應用指引 (“**應用指引**”)；

(c) to investigate any activity within these terms of reference and request the management to make investigation and submit reports;

調查本職權範圍中的任何活動及要求管理層就此等活動作出調查及提呈報告；

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| (d) | to review the effectiveness of the Prescribed Guidelines;  | 評審應用指引的有效性；   |
| (e) | to review the performance of the members of the CCT Executive Committee in their implementation of the Prescribed Guidelines;  | 評審關連交易執行委員會的成員就執行應用指引的表現；   |
| (f) | to make recommendations to the Board for the improvement of the Prescribed Guidelines;   | 建議董事會考慮改善應用指引；  |
| (h) | to request the Board to take all necessary actions in respect of any non-compliance of the relevant Master Agreements by counterparties thereof, and any non-compliance of the Prescribed Guidelines by any member of the CCT Executive Committee;   | 要求董事會採取任何必要行為，以處理任何總協議(見下定義)的另一方違反總協定的情況，以及任何關連交易執行委員會的成員違反應用指引的情況； |
| (i) | to obtain outside legal or other independent professional advice at the cost 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 at its meetings, if it considers this necessary; | 如委員會覺得有需要，可就涉及本職權範圍的事宜運用本公司資金向有相關經驗及專業才能的獨立協力廠商尋求獨立法律及其它專業意見；       |
| (j) | to commission reports or surveys as are necessary to assist in the performance of its duties at the cost of the Company;   | 如委員會覺得有需要，可運用本公司資金委託製作報告或調查以協議履行其職務；                                |
| (k) | to have access to sufficient resources in order to perform its duties;   | 可取得足夠資源以履行其職務；  |
| (m) | 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   | 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；及                              |
| (n) | to exercise such powers as the Committee may consider necessary and expedient for the proper discharge of their duties under section 7 below.  | 為使委員會能合理地執行其於第七章項下的責任，其認為有需要及有益的權力。                                 |
| 6.2 | The Committee should be provided with sufficient resources to discharge its duties.  | 委員會應獲供給充足資源以履行其職責。  |

## 7. Duties

## 委員會的職責

7.1 The duties of the Committee shall be:

- (a) to be primary responsible to supervise the CCT Executive Committee with a view to ensure that the Relevant Transactions will be entered into in the interests of the Group and the shareholders of the Company;
- (b) to review and approve the terms and conditions, in particular the pricing formulae and other major commercial terms (including credit terms) agreements (collectively, the “**Master Agreements**”) governing the Relevant Transactions;
- (c) to review, on a quarterly basis, the quarterly reports (“**CCT Quarterly Reports**”) to be submitted by the CCT Executive Committee in relation to the execution of any pre-approved Relevant Transactions and, in respect of any Relevant Transactions where the pre-approval procedures will not be applicable, to review as to whether the Relevant Transactions will be transacted in accordance with the terms of the relevant Master Agreements, and to recommend the board of Directors to take action in recovering any excessive fees paid or any breach of the relevant Master Agreements; and
- (d) to devise and revise detailed rules and guidelines (the “**Prescribed Guidelines**”) from time to time for the CCT Executive Committee to follow in order to ensure that the Relevant Transactions will be entered into in accordance with the respective Master Agreements, on normal commercial terms and on terms that will be fair and reasonable and in the interests of the shareholders of the Company as a whole;

委員會負責履行以下責任：

負責監督執行委員會的工作以確保有關關連交易以本集團及股東的利益進行。

審核及批准本集團與大成生化集團不時訂立以規管有關關連交易的協定(統稱“**總協議**”)所載的條款及條件，特別是定價程式及其他主要商業條款(包括信貸條款)；

每季審核關連交易執行委員會就預先獲批准的有關關連交易是否按照有關預先批准程式進行，就有關預先批准程式並不適用的有關關連交易，是否已按有關總協定的條款而進行而呈交的季度報告(“**持續關連交易季度報告**”)，並向董事會作出建議，以採取行動收回本集團任何過量支付的費用或任何違反有關總協定的情況；

不時訂立及修訂的應用指引，以供關連交易執行委員會據此確保與大成生化集團的有關關連交易將按相關總協定，並以正常商業條款及公平合理的條款，以及符合股東整體利益而訂立；

- (e) to review and, where applicable, to pre-approve any application (“**Application**”) in respect of any Relevant Transactions from time to time submitted by the CCT Executive Committee which will comply with the Prescribed Guidelines and in accordance with the respective Master Agreements;
- (f) to report its findings during its review of the CCT Quarterly Report to the board of Directors and to give recommendations to the board of Directors to ensure that the Relevant Transactions will be entered into in the interests of the Group and the shareholders of the Company as a whole.

審核關連交易執行委員會就任何有關關連交易的預先批准的申請：符合應用指引及按有關總協議訂立；

向董事會申報其審核有關關連交易季度報告所得結果，並向董事會提出建議，以確保所訂立的該等交易將符合整體股東的利益。

## **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.
- 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.
- 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.

## **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。

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。

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.

**10. Powers of the Board**

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.

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。

**董事會權利**

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