

HOSA INTERNATIONAL LIMITED
(the “Company”)
浩沙国际有限公司
(「本公司」)

Terms of Reference of the Risk Management Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
本公司董事会(「董事会」)
风险管理委员会(「委员会」)职权范围及程序

1. Constitution 组成

1.1 The Committee is established pursuant to a resolution passed by the Board on 1 April 2016 with its responsibilities:

委员会是按董事会于2016年4月1日通过的决议案成立的，其职责为：

- (a) to monitor and review the risk management framework of the Company and its subsidiaries (collectively the “**Group**”), the Group’s risk appetite, its risk policies and standards, and supporting risk limits, including the parameters used and the methodology adopted, and the processes used for identifying and assessing risks. Approve risk policies and standards, referring any material new policies/standards or material changes to existing policies/standards/limits to the Board for approval;

监察及检讨本公司及其附属公司(统称「**本集团**」)风险管理架构、本集团的风险承受能力、风险政策及标准和相关的风险限制，包括采用的参数及方法以及用于识别及评估风险的程序。审批风险政策及标准，向董事会提交任何重大新政策／标准或现有政策／标准／限制的重大变动，以供审批；

- (b) to review and assess the adequacy and effectiveness of the Group's risk management system and risk management policies and procedures in identifying, measuring, monitoring and controlling risk, and oversee their effective operation, implementation and maintenance, and report to the Board of the effectiveness of such systems;

检讨及评估本集团用于识别、计量及监控风险的风险管理系统及风险管理政策程序的完整性和有效性，以及监察上述系统和政策程序的有效运作、实施及维护，并向董事会汇报该等系统的有效性；

- (c) to provide guidelines to the management on risk management and set up procedures to unveil, assess and manage material risk factors; and ensure management discharges its responsibility to implement an effective risk management system;

向管理层就风险管理提供指引，制定辨认、评估及管理重大风险因素的程序，及确保管理层履行职责实现有效的风险管理系统；

- (d) to receive reports and recommendations from management of the Group's attitude to and tolerance of risk, including financial and non-financial risks;

接收管理层就本集团对风险(包括财务及非财务风险)的态度及承受能力提交的报告及建议；

- (e) to oversee the Group's processes and policies for determining risk tolerance and review management's measurement and effectiveness of, and compliance with, approved Group risk tolerance levels and policies and standards, and the resultant action in respect of policy breaches;

监督本集团厘定风险承受能力的程序及政策，检讨本集团核准的风险承受能力水准、政策及标准的管理层指标及成效和遵守情况，以及就违反政策事项采取的相关行动；

- (f) to analyse the result of the material investigations on the risks identified and management's feedback on the investigation; and report to the Board with the findings of deficiencies of the existing risk controls and make recommendations on improvements;

对风险识别上的重大调查结果及管理层对调查的反馈进行研究，并向董事会就现时风险监控缺失的审议结果作出汇报及提出修正建议；

- (g) to discuss with management the scope and quality of the risk management system and ensure that management has discharged its duty to have effective system including the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programmes and budget;

与管理层商讨风险管理系统的范畴及质素，以及确保管理层已履行其职责确保系统有效，包括所需资源、会计及财务汇报人员的资历及经验以及相关雇员的培训计划及预算开支是否足够；

- (h) to formulate and revise risk management policies in accordance with laws, regulations and regulatory policies for the Board's review from time to time; and

依据法律、法规及监管政策不时制定及更新风险管理政策供董事会审核；及

- (i) to consider other topics as defined by the Board.

研究其他由董事会界定的课题。

2. Membership 成员

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members.

委员会成员须由董事会从本公司的董事中委任。委员会最少由三名成员组成。

- 2.2 The chairman of the Committee shall be appointed by the Board from amongst the directors of the Company.

委员会主席须由董事会任命及由本公司的董事出任。

2.3 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.

董事会及委员会分别通过决议，方可对委员会的成员进行罢免或委任额外人士成为委员会成员。

2.4 The secretary of the Company shall act as the secretary of the Committee.

本公司秘书将成为委员会秘书。

2.5 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

委员会的组成应遵守经不时修订的香港联合交易所有限公司证券上市规则(「上市规则」)的要求。

3. Frequency and proceedings of meetings 会议次数及程式

3.1 The Committee should meet at least twice a year. The Chairman may convene additional meetings at his discretion.

委员会每年至少召开两次会议。委员会主席可酌情决定召开额外会议。

3.2 Notice of Meeting 会议通知

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days’ notice.

除非委员会全体成员同意，委员会的会议通知期，不应少于十四天。

(b) A Committee member may at any time summon a Committee meeting.

任何一位委员会成员于任何时间均可召开委员会会议。

- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.

会议通知可通过口头形式、书面形式、或以电话、传真或电邮方式按照委员会成员不时通知本公司秘书的号码和地址致委员会成员本人,或以委员会成员不时议定的方式发予委员会各成员。

- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.

以口头形式做出的通知,应在会议召开前以书面方式确认。

- (e) 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 Committee for the purposes of the meeting.

会议通知必须说明会议的时间、地点,并提供会议议程以及委员会成员参加会议所需审阅的其它文件。

3.3 The quorum of the Committee meeting shall be two members of the Committee.

委员会的会议法定出席人数为两位委员会成员。

3.4 Other Board members shall also have the right of attendance.

其他董事会成员均有权出席会议。

4. Alternate Committee members 委任代表

4.1 A Committee member may not appoint any alternate.

委员会成员不能委任代表。

5. Authorities of the Committee 委员会的权力

5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.

委员会获董事会授权处理上述第1.1条所述的事项。

5.2 The Committee shall be provided with sufficient resources to perform all of its duties.

委员会应获给予充足资源以履行其职责。

5.3 The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate with the Committee. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

根据职权范围赋予权限内，委员会可调查任何活动而所有员工必须与委员会合作。视乎情况需要，董事会授权委员会可向外界征询法律或其它独立专家意见和如有需要，可邀请相关经验丰富的外界专家出席会议。

6. Minutes of meetings 会议纪录

6.1 Full minutes of Committee meeting shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final version of minutes of Committee meetings to all the Committee members for their comments and records within a reasonable time after the meeting.

公司秘书应存备委员会的会议纪录，若有任何本公司董事发出合理通知，应公开有关会议纪录供其在任何合理的时段查阅。公司秘书应将委员会会议记录的初稿及最后定稿在会议结束后的一段合理时间内先后发送委员会全体成员，初稿供表达意见，最后定稿作记录之用。

7. Written resolutions 书面决议

- 7.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委员会成员可以以书面方式通过书面决议。本条文不影响上市规则有关举行董事会或委员会会议的任何要求。

8. Reporting procedures 报告程序

- 8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

委员会应向董事会汇报其决定或建议，除非委员会受法律或监管限制所限而不能作出汇报（例如因监管规定而限制披露）。

9. Continuing application of the articles of association of the Company 本公司公司章程的持续适用

- 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.

本公司公司章程作出的规范董事会会议程序的规定，如果也适用于委员会会议而且并未被本职权范围及程序所取代，亦应适用于委员会的会议程序。

10. Powers of the Board 董事会权利

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to 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.

董事会在遵守本公司公司章程及上市规则(包括上市规则附录十四(《企业管治守则》及《企业管治报告》))的前提下,可以随时修订、补充及废除本职权范围及程序以及委员会已通过的任何决议,惟有关修订、补充及废除,并不影响任何在有关行动作出前委员会已经通过的决议或采取的行动的有效性。

11. Language 语言

11.1 If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

本职权范围及程序的中、英文版如有歧异,应以英文版为准。

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