

Target Insurance (Holdings) Limited
泰加保險(控股)有限公司
(incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

董事會風險委員會職權範圍
Terms of reference of
the Risk Committee of the Board of Directors

Target Insurance (Holdings) Limited
泰加保險(控股)有限公司
(the “Company” and “本公司”)

Terms of reference of the Risk Committee (the “Committee”)
of the Board (the “Board”) of Directors (the “Directors”) of the Company
董事(“董事”)會(“董事會”) 風險委員會(“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 23 December 2014. | 本委員會是按本公司董事會於 2014 年 12 月 23 日會議通過成立的。 |
| 2. <u>Membership</u> | <u>成員</u> |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members and at least one of whom shall be independent non-executive Directors. | 委員會由董事會從本公司董事中委任組成，委員會人數最少三名，且最少一名須是獨立非執行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board. | 委員會主席由董事會委任。 |
| 2.3 The Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting. | 出席的委員會會議的成員，可互選或委任另一人作為該次會議的秘書。 |
| 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by resolutions passed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board. | 經董事會通過決議，方可委任額外或罷免委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。 |
| 3. <u>Proceedings of the Committee</u> | <u>會議程序</u> |
| 3.1 <i>Notice:</i> | 會議通知： |

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| <p>(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least three days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.</p> | <p>(a) 除非委員會全體成員同意，召開委員會的會議通知期，不應少於三天。該通知應發給所有委員會會員及其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，以會議還沒有得到正確地召開為理由，反對會議處理任何事項。</p> |
| <p>(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 email or by facsimile transmission at the telephone or facsimile or address or email 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.</p> | <p>(b) 任何委員會成員或委員會秘書（應任何委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。</p> |
| <p>(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.</p> | <p>(c) 口頭方式作出的會議通知，應儘快（及在會議召開前）以書面方式確實。</p> |
| <p>(d) Notice of meeting shall state the purpose, time and place of the meeting. 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 should generally be delivered to all Committee members three days before the intended date of the Committee meeting (or such other period as all the Committee members may agree).</p> | <p>(d) 會議通告必須說明開會目的、時間和地點。議程及隨附有關文件一般在預期召開委員會會議前三天（或其他經所有委員同意的其他時段）送達各成員參閱。</p> |

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

法定人數: 法定人數為兩位成員。

3.3 **Frequency:** The Committee shall meet at least twice a year as appropriate and otherwise as required and the Committee chairman shall convene a Committee meeting upon the request of any Committee member who considers it necessary, subject to satisfaction of the quorum of two members as is required for the transaction of Committee business.

開會次數: 每年須適當及根據規定最少每年開會二次，如任何成員認為有需要，委員會主席須按照要求召開會議，惟就處理委員會事務而言必須符合兩位成員的法定人數。

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

4. **Written resolutions**

書面決議

4.1 A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

5. **Alternate Committee members**

委任代表

5.1 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 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;

(a) 要求本公司及其附屬公司（合稱“本集團”）的任何雇員及專業顧問（包括核數師）為讓委員會履行職責提交報告、出席委員會會議並提供所需資料及解答委員會提出的問題；

- (b) 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
- (c) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

本公司應向委員會提供充足資源供其履行職責。如有需要，委員會應就履行其職責尋求獨立專業意見，費用由本公司承擔。

7. Duties

風險委員會的責任

7.1 The duties of the Committee shall include:

風險委員會負責履行以下責任：

- (a) Generally: to advise the risk profile and risk management strategy of the Group; to consider, review and approve risk management policies and guidelines; and to decide on risk levels and related resources allocation. The Committee will also be responsible for advising further enhancement on corporate governance in preparation for the requirements under the risk-based capital framework (including the appointment of a chief risk officer);
- (a) 一般責任：就本集團的風險特點及風險管理策略提供意見；審閱、檢討及批准風險管理政策及指引；及就風險程度及相關資源調配作出決定。委員會亦將負責就進一步加強企業管治提供意見，以就以風險為基準的資本框架規定作出準備（包括委任風險總監）；
- (b) Risk Appetite: to establish a documented risk appetite for annual review and approval by the Board, expressed in qualitative terms with quantitative metrics to allow tracking of performance and compliance with agreed strategy. To ensure the adequacy of arrangements for identification of key risk exposures and to report to the Board on risk appetite compliance and tolerance, taking account of its overall risk appetite, the financial position of the Group and drawing on the work of the audit committee and external auditor, its capacity to manage risks within its strategy and to oversee the risk management function of the Group, ensuring it and internal controls reflect the risk appetite;
- (b) 風險胃納：製訂詳細的風險胃納供董事會每年審閱及批准，風險胃納須以定性詞彙及定量指標表達，以容許追蹤表現及符合協定的策略。確保識別主要風險承擔的安排充足及考慮整體風險胃納、本集團財政狀況及按照審核委員會及外部核數師工作及其根據策略管理風險的能力，向董事會匯報風險胃納的合規及容限事宜，及監察本集團的風險管理職能，確保其與內部控制反映風險胃納；

- (c) Risk Management: to liaise with the Board or other senior management of the Group to ensure development and maintenance of systems to identify, measure and manage risks, including fraud, in proportion with the nature, scale and complexity of the Group's risks and reflective of its risk appetite. To review the risk register and mitigation measures and material risk management updates and reports of material breaches of risk limits and to assess the adequacy of proposals. To undertake an annual review of the risk management framework to confirm to the Board that risk management is independent of business units, and to ensure adequate resources and authority to operate effectively and deliver timely, accurate and detailed information; and
- (d) to consider other matters as defined or assigned by the Board.
- (c) 風險管理：與董事會或本集團其他高級管理層磋商，確保設有及維持一個按本集團風險性質、規模及複雜性識別、評估及管理風險（包括欺詐）並能反映風險胃納的系統。檢討風險登記及舒緩措施、重大風險管理更新及重大風險限制違反的報告，並評估建議的充份性。進行風險管理框架年度檢討，以向董事會確認風險管理獨立於業務單位，並確保具備充足資源及權限有效運作及提交及時、準確和詳細的資料；及
- (d) 考慮董事會定義或指派的其他事宜。

8. Minutes and records

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.
- 8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

會議紀錄

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會會員將不計入法定人數內、而除非上市規則附錄三附注一適用，相關委員就他或其任何聯繫人有重大利益的委員會決議必須放棄投票。

委員會的完整會議紀錄應由正式委任的會議秘書保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間（一般指委員會會議結束後的14天內）內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

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.

委員會秘書應將就本公司財政年度年內委員會所有會議的會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

9. Reporting responsibilities

匯報責任

9.1 The Committee shall report to the Board after each meeting.

委員會應於每次委員會會議後向董事會作出匯報。

10. Annual general meeting

股東周年大會

10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

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

本公司組織章程的持續適用

11.1 The articles of association of the Company regulating the meetings and proceedings of the Directors 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序的規定，適用於委員會的會議程序。

12. Powers of the Board

董事會權力

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下（包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治常規守則（如被採用）），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已採取的行動的有效性。

13. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

13.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 23 December 2014
於 2014 年 12 月 23 日採納