



**Zhengye International Holdings Company Limited**  
正業國際控股有限公司

**董事会审核委员会职权范围**  
**Terms of reference of**  
**the Audit Committee of the Board of Directors**

# Zhengye International Holdings Company Limited

## 正業國際控股有限公司

(incorporated in Bermuda with limited liability)

(于百慕达注册成立的有限公司)

### Zhengye International Holdings Company Limited

#### 正業國際控股有限公司

(“Company” and “本公司”)

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**Terms of reference of the Audit Committee (“Committee”)  
of the Board of Directors (“Board”) of the Company**  
**董事会(“董事会”)审核委员会(“委员会”)  
职权范围**

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(中文本为翻译稿，仅供参考用)

#### 1. Constitution

#### 组成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 4 March 2011.

本委员会是按本公司董事会于二零一一年三月四日会议通过成立的。

#### 2. Appointment and composition

#### 委任及组成

- 2.1 **Appointment and revocation:** Members of the Committee shall be appointed and removed by the Board.

**委任及罢免:** 委员会的成员由董事会委任及罢免。

#### 2.2 **Composition:**

#### 组成:

Members of the Committee shall:

委员会的成员需:

- (1) be appointed from amongst the independent non-executive directors of the Company only;
- (2) consist of not less than three in number, a majority of whom should be independent non-executive directors of the Company;
- (3) consist of at least one independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”); and

- (1) 只委任自本公司独立非执行董事);
- (2) 最少有三名成员，当中大部分需为本公司的独立非执行董事；
- (3) 至少有一名成员是由具备有香港联合交易所有限公司证券上市规则(《上市规则》)第 3.10(2)条所要求的适当专业资格或会计或相关财务管理知识的独立非执行董事担任；及

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- (4) not be a former partner of the Company's existing auditing firm who had ceased as a partner of the firm or to have any financial interest in the firm, whichever is later, for a period of less than one (1) year.
- (4) 不得由现时负责审计本公司账目的核数公司的前任合伙人担任，若该前任合伙人在终止成为该公司合伙人或不再享有该公司财务利益的日期，以日期较后者为准，少于一年。
- 2.3 **Chairman of the Committee:** The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee and shall be an independent non-executive director.
- 委员会主席:** 委员会主席须由董事会委任或经委员会成员选举、及必须是独立非执行董事。
- 2.4 **Secretary of the Committee:** The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 委员会的秘书:** 本公司的公司秘书为委员会的秘书。如委员会秘书缺席，出席委员会会议的委员会成员可在他们当中选出或委任其它人员作为担任该会议的秘书。
3. **Proceedings of the Committee**
- 会议程序**
- 3.1 ***Convening of meetings:*** 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. The external auditors may request the Chairman of the Committee to convene a meeting, if they consider that one is necessary.
- 会议的召开:** 任何委员会成员或委员会秘书应委员会成员的要求时，可于任何时间召开委员会会议。如外聘核数师认为需要，可要求委员会主席召开会议。
- 3.2 ***Notice:***
- 会议通知:**
- (1) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.
- (1) 除非委员会全体成员同意(口头或书面)，委员会会议召开的通知期不应少于七天。
- (2) Notice of meeting shall be given to each Committee member, and to any other person invited to attend, 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 last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine.
- (2) 会议召开的通知必须亲身以口头或以书面形式、或以电话、电子邮件、传真或委员会成员不时议定的其它方式发送予各委员会成员及其它获邀出席的人士(以该成员最后通知委员会秘书的电话号码、传真号码、地址或电邮地址为准)。

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- (3) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (3) 口头会议通知应尽快及在会议召开前以书面方式确实。
- (4) Notice of meeting shall state the purpose, time and venue of the meeting.
- (4) 召开会议的通知必须说明会议的目的、开会时间和地点。
- (5) In respect of regular meetings of the Committee as mentioned in paragraph 3.5 below, and so far as practicable for all other meetings of the Committee, an agenda together with the documents which may be required to be considered by the members of the Committee for the purposes of the meeting shall be sent in full to all members of the Committee in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- (5) 以下第 3.5 段所指的委员会定期会议及在切实可行的情况下委员会其它所有会议，的议程及委员会成员需就会议而需考虑的文件应全部及时送交全体委员会成员，并至少在计划举行委员会会议日期的三天前（或全体委员会成员协议的其它时间内）送出。
- 3.3 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.
- 法定人数:** 委员会会议的法定人数为两位委员会成员。
- 3.4 **Attendance:** The Company's staff having accounting and financial reporting functions, the Head of Internal Audit (or any officer(s) assuming the relevant functions but having a different designation) and representative(s) of the external auditors shall normally attend meetings of the Committee. Other Board members shall also have the right of attendance. However, at least once a year the Committee shall meet with the external auditors without the presence of members of the Executive Board and the management of the Company.
- 列席:** 本公司拥有会计和财务报告职能的人员、本公司内部核数的主管(或任何担任类似工作但被冠以不同职称的主管)及外聘核数师的代表通常应出席委员会会议。其它董事会的成员亦有权出席会议。无论如何，委员会应至少每年一次在没有本公司执行董事会及管理层出席的情况下，会见外聘核数师。
- 3.5 **Frequency:** Regular meetings of the Committee shall be held at least twice annually or more frequently if circumstances require. Where appropriate, meetings should be held on such dates which would coincide with the key dates in the Company's financial reporting cycle.
- 次数:** 委员会每年最少应召开两次或(若有所需)以上的定期会议。若适当，委员会会议的召开日期应与本公司的财务报告周期的主要日期相符合。

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### 3.6 **Vote:**

- (1) A member of the Committee must abstain from voting on any resolution of the Committee in which he or any of his associates (as defined in the Listing Rules) has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the bye-laws of the Company or note 1 to Appendix 3 of the Listing Rules apply.
- (2) Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.

### 4. **Written resolutions**

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

### 5. **Alternate Committee members**

- 5.1 A Committee member may not appoint any person as his alternate.

### 6. **Authority of the Committee**

- 6.1 The Committee may at the expenses of the Company exercise the following powers:
  - (1) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) and 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;

### **投票:**

- (1) 除公司章程細則或《上市規則》附錄三附注一容許的情況外，委員會成員不得就任何其本人或聯系人(聯系人按《上市規則》所作的定義相同)擁有重大權益的委員會決議進行投票；在確定是否有足夠的法定人數出席考慮有關決議的委員會會議時，其本人亦不得計算在內。
- (2) 委員會的決議以過半數有權出席會議並投票的委員會成員通過。當反對票和贊成票相等時，委員會主席有權多投一票。

### **書面決議**

委員會成員可以以書面決議方式通過任何決議，惟有關決議必須由所有委員會成員簽字。

### **委任代表**

委員會成員不能委任任何人仕作為其候補。

### **委員會的權力**

委員會可以行使以下權力，費用由本公司支付：

- (1) 要求本公司及其附屬公司(合稱“**本集團**”)的任何僱員及專業顧問(包括核數師)提交報告、出席委員會會議並提供所需資料及解答問題；

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| (2) to monitor whether the Group's management has, in the performance of their duties, infringed any policies from time to time set by the Board or any applicable laws, rules, regulations and codes (including the Listing Rules and other rules, regulations and codes from time to time determined by the Board or a committee thereof); | (2) 监控本集团管理人员在履行职务时有否违反董事会不时订立的政策或适用的法律、规章、法规及守则(包括《上市规则》及董事会或其委员会不时订立的其他规章、规则及守则)； |
| (3) to investigate any matters within these terms of reference and all suspected fraudulent acts involving the Group and request the management to make investigation and submit reports;  | (3) 调查本职权范围内的任何事宜及所有涉及本集团的怀疑欺诈事件及要求管理层就该等事件作出调查及提交报告；                               |
| (4) to review the Group's internal control procedures and system;  | (4) 评审本集团内部监管措施及系统；   |
| (5) to review the performance of the Group's employees in the accounting and internal audit department;  | (5) 评审本集团的会计及内部核数部门雇员的表现；   |
| (6) to make recommendations to the Board for the improvement of the Group's internal control procedures and system;  | (6) 向董事会提出建议以完善本集团内部监控措施及系统；  |
| (7) to request the Board to convene a shareholders' meeting (if necessary) for purposes of revoking the appointment of any director and to dismiss any employees of the Group if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly;   | (7) 在有证据显示本集团董事及其它雇员失职时，要求董事会召开股东大会(如有需要)罢免有关人员的职务；                                 |
| (8) to request the Board to take all necessary actions, including convening an extraordinary general meeting, to replace and dismiss the auditors of the Group;  | (8) 要求董事会采取任何必要行动，包括召开特别股东大会，以更替及罢免本集团的核数师；   |
| (9) to obtain outside independent legal or other professional advice 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;  | (9) 如委员会觉得有需要，可就涉及本职权范围内的任何事宜寻求外部独立法律或其它专业意见，并确保具备相关经验及专业才能的独立第三方出席其会议；             |
| (10) to commission reports or surveys as are necessary to assist in the performance of its duties;   | (10) 为协助履行其职务所需，委托制作报告或进行调查；  |

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| (11) to have access to sufficient resources in order to perform its duties;  | (11) 取得足够资源以履行其职务；   |
| (12) where there is any disagreement between the Committee and the Board on the selection, appointment, resignation or dismissal of the external auditors which cannot be resolved, to report its own recommendation on such matters to the shareholders;  | (12) 当委员会及董事会在挑选、委任、辞退外部核数师事宜上意见有分歧并未能解决时，向股东报告其对该等事宜的建议；  |
| (13) 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  | (13) 每年检讨本职权范围条款及本职权范围对履行委员会职务的有效性，并向董事会提供委员会认为有需要的修改建议；及  |
| (14) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.  | (14) 行使委员会认为为恰当履行其于第七章项下的责任而需要的权力。   |
| 6.2 The Committee shall be provided with sufficient resources to perform its duties.   | 委员会应获提供充足资源以履行其职责。   |
| <b>7. <u>Duties of the Committee</u></b>   | <b><u>委员会的责任</u></b>   |
| 7.1 The duties of the Committee shall be:  | 委员会负责履行以下责任：   |
| <b><i>Relationship with the Company's auditors</i></b>   | <b><i>与本公司核数师的关系</i></b>   |
| (1) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;   | (1) 主要负责就外部核数师的委任、重新委任及罢免向董事会提供建议、批准外部核数师的薪酬及聘用条款，及处理任何有关该核数师辞职或辞退该核数师的问题；                           |
| (2) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences; | (2) 按适用的标准检讨及监察外部核数师是否独立客观及核数程序是否有效；委员会应于核数工作开始前先与核数师讨论核数性质及范畴及有关申报责任及如多于一家外部核数师公司参予核数工作时，确保它们能互相配合； |

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- (3) to develop and implement policy on an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- (3) 就外部核数师提供非核数服务制定政策，并予以执行。就此规定而言，“外部核数师”包括与负责核数的公司处于同一控制权、所有权或管理权之下的任何机构，或一个合理知悉所有有关资料的第三方，在合理情况下会断定该机构属于该负责核数的公司的本土或国际业务的一部份的任何机构。委员会应就任何须采取行动或改善的事项向董事会报告并提出建议；

### *Review of the Company’s financial information*

### *审阅本公司的财务资料*

- (4) to monitor integrity of the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;
- (4) 监察本公司的财务报表以及年度报告及账目、半年度报告及(若拟刊发)季度报告的完整性，并审阅报表及报告所载有关财务申报的重大意见；
- (5) to review the Company’s financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, focusing particularly on:
- (5) 在向董事会提交有关本公司的财务报表以及年度报告及帐目、半年度报告及(若拟刊发)季度报告前，应特别针对下列事项加以审阅：
- (i) any changes in accounting policies and practices;
  - (i) 会计政策及实务的任何更改；
  - (ii) major judgmental areas;
  - (ii) 涉及重要判断的地方；
  - (iii) significant adjustments resulting from audit;
  - (iii) 因核数而出现的重大调整；
  - (iv) the going concern assumptions of the Group and any qualifications;
  - (iv) 本集团持续经营的假设及任何保留意见；
  - (v) compliance with accounting standards;
  - (v) 会计准则的遵守；
  - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
  - (vi) 有关财务申报的上市规则及法律规定的遵守；



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| <p>(vii) the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group and whether such connected transactions, if any, have been carried out in accordance with the terms of the agreement governing such transactions;</p> <p>(viii) whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;</p> <p>(ix) any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and</p> <p>(x) the cashflow position of the Group;</p> <p>and to provide advice and comments thereon to the Board;</p> | <p>(vii) 关联交易安排的公平合理性及对本集团盈利的影响及该等关联交易，如有，是否按照有关协议而执行；</p> <p>(viii) 本集团财务报表是否对相关资料作出充足披露及该等披露是否公平地反映本集团财政状况；</p> <p>(ix) 该等报告及帐目中所需要反映的任何重大或不寻常项目；及</p> <p>(x) 本集团现金流量的状况；</p> <p>并就此向本公司董事会提供建议及意见；</p> |
| <p>(6) in regard to (4) and (5) above:</p> <p>(i) members of the Committee should liaise with the Board and senior management of the Group and the Committee must meet, at least twice a year, with the Company's auditors; and</p> <p>(ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;</p>   | <p>(6) 就上述第(4)项及第(5)项而言:</p> <p>(i) 委员会成员应与董事会及本集团的高级管理人员联络。委员会须至少每年与本公司的核数师开会两次；及</p> <p>(ii) 委员会应考虑于该等报告及账目中所反映或需反映的任何重大或不寻常事项，并应适当考虑任何由本公司属下会计及财务汇报职员、监察主任或核数师提出的事项；</p>                               |
| <p>(7) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);</p>   | <p>(7) 与核数师讨论中期评审及年度审核所遇上的问题及保留事项、或核数师认为应当讨论的其它事项(管理层可能按情况而须避席此等讨论)；</p>  |

***Oversight of the Company's financial reporting system and internal control procedures***

***监管本公司财务申报制度及内部监控程序***

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| (8) to review the Company's financial controls, internal control and risk management systems;   | (8) 检讨本公司的财务监控、内部监控及风险管理系统；   |
| (9) to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; | (9) 与管理层讨论内部监控系统，确保管理层已履行职责建立有效的内部监控系统。讨论内容应包括本公司在会计及财务汇报职能方面的资源、员工资历及经验是否足够，以及员工所接受的培训课程及有关预算是否充足； |
| (10) to consider major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;   | (10) 主动或应董事会的委派，就有关内部监控事宜的重要调查结果及管理层对调查结果的回应进行研究；   |
| (11) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;  | (11) 如本公司设有内部审核功能，须确保内部和外部核数师的工作得到协调；也须确保内部审核功能在本公司内部有足够资源运作，并且有适当的地位；以及检讨及监察其成效；                   |
| (12) to review the Group's financial and accounting policies and practices;   | (12) 检讨本集团的财务及会计政策及实务；  |
| (13) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;   | (13) 检查外部核数师给予管理层的《审核情况说明函件》、核数师就会计纪录、财务账目或监控系统向管理层提出的任何重大疑问及管理层作出的回应；                              |
| (14) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;  | (14) 确保董事会及时回应於外部核数师给予管理层的《审核情况说明函件》中提出的事宜；   |
| (15) to conduct exit interviews with any director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;   | (15) 于本公司董事、总经理、财务总监或内部核数部门主管离职时，接见有关人员并了解其离职原因；  |
| (16) to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;  | (16) 就期内的工作草拟报告及概要报告；前者交董事会审阅，后者刊于本集团的中期及年度报告；  |

# Zhengye International Holdings Company Limited

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| (17) to report to the Board on the matters above;  | (17)就上述事宜向董事会汇报；   |
| (18) to consider other matters, as defined or assigned by the Board from time to time; and   | (18)考虑及执行董事会不时界定或委派的其它事项；及   |
| <b>Others</b>  | 其他   |
| (19) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and | (19)檢討本公司設定的以下安排：本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當行動；及 |
| (20) to act as the key representative body for overseeing the Company's relations with the external auditor.   | (20)擔任本公司與外部核數師之間的主要代表，負責監察二者之間的關係。  |

### **Reporting**

### **汇报**

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| (21) to report back to the Board on their decisions or recommendation, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). | (21)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此汇报（例如因监管规定而限制披露）。 |
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## **8. Veto rights of the Committee**

## **委员会的否决权**

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|---|---|
| 8.1 The Committee has the following veto rights. The Group cannot implement any of the following matters which has been vetoed by the Committee:  | 委员会就下列事项有否决权。本集团不能执行委员会否决的以下事情：   |
| (1) to approve any connected transaction within the meaning of the Listing Rules which requires an independent shareholders' vote (unless the approval of such connected transaction is made conditional on the obtaining of the approval of the independent shareholders); and | (1) 批准任何属《上市规则》所界定及须经过独立股东批准才可进行的关联交易(如果有关的关联交易是受限於取得本公司独立股东批准, 则不在此限); 及 |
| (2) to employ or dismiss the Group's financial controller or the internal audit manager.  | (2) 聘用或罢免本集团的财务总监或内部核数部门主管。   |

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### 9. Minutes and records

### 会议纪要

9.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.

委员会秘书应在每次会议开始时查问是否有任何利益冲突并记录在会议纪要中。

9.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee.

委员会秘书需保存完整的委员会会议纪要及委员会书面决议。

9.3 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes or, as the case may be, written resolutions, are properly signed, the secretary of the Committee shall circulate the minutes or, as the case may be, written resolutions, and reports of the Committee to all members of the Board.

委员会秘书应于委员会会议结束后或书面决议签署前的合理时段内，把委员会会议纪要或书面决议(视乎情况而定)的初稿及最后定稿发送委员会全体成员(初稿供成员表达意见，最后定稿作其纪录之用)。会议纪要或书面决议(视乎情况而定)获签署妥当后，委员会秘书应将委员会的会议纪要或书面决议(视乎情况而定)和报告传阅予董事会所有成员。

9.4 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.

委员会秘书应就年内委员会所有会议纪要存档，以及具名纪录每名成员于委员会会议的出席率。

### 10. Annual general meeting

### 股东周年大会

10.1 The Chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委员会主席，或在委员会主席缺席时另一名委员会的成员，应出席本公司的股东周年大会以回应股东周年大会上就委员会的活动及其职责提出的问题。

### 11. Continuing application of the Bye-laws of the Company

### 本公司章程細則的持续适用

11.1 The bye-laws 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.

就前文未有作出规范，但本公司章程细则作出了规范的董事会会议程序的规定，适用委员会的会议程序。

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### 12. Powers of the Board

- 12.1 The Board may, subject to compliance with the bye-laws 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 corporate governance code), 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.

### 13. Publication of the terms of reference of the Committee

- 13.1 The terms of reference of the Committee shall be posted on the websites of The Stock Exchange of Hong Kong Limited and the Company.

First Adopted Date : 4 March 2011  
Revised Date : 21 December 2011  
(revised effective on 1 January 2012)

### 董事会权力

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司章程细则及《上市规则》的前提下(包括《上市规则》之附录十四《企业管治守则》或本公司自行制定的企业管治守则(如被采用))，随时修订、补充及废除，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已采取的行动的有效性。

### 委员会职权范围的刊登

委员会职权范围将登载在香港联合交易所有限公司及本公司的网站。

首次采纳日期：2011年3月4日  
修订日期：2011年12月21日  
(修订生效日期：2012年1月1日)