



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

董事会风险管理委员会职权范围
Terms of reference of
the Risk Management 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”)

**Terms of reference of the Risk Management Committee (“Committee”)
of the Board of Directors (“Board”) of the Company**
**董事会(“董事会”) 风险管理委员会(“委员会”)
职权范围**

(中文本为翻译稿，仅供参考用)

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| 1. <u>Constitution</u> | 组成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 18 December 2015. | 本委员会是按本公司董事会于二零一五年十二月十八日会议通过成立的。 |
| 2. <u>Membership</u> | 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 and a majority of whom shall be non-executive directors. | 委员会成员由董事会从董事中挑选，委员会人数最少三名，而大部份之成员须为本公司的非执行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board who shall be an executive director. | 委员会主席由董事会委任，并由执行董事担任主席。 |
| 2.3 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. | 本公司的公司秘书为委员会的秘书。当委员会秘书缺席的时候，出席委员会会议的成员，可互选或委任另一人作为该次会议的秘书。 |
| 2.4 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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board. | 经董事会及委员会分别通过决议，方可委任额外或罢免委员会成员。如该委员会成员不再是董事会的成员，该委员会成员的任命将自动撤销。 |

3. Proceedings of the Committee

会议程序

3.1 *Notice:*

会议通知:

- (1) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least 14 days' notice. 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.

- (1) 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。不论通知期长短，委员会成员出席会议将构成放弃该通知，除非出席会议的委员会成员在会议开始之时，以会议还没有得到正确的召开为理由为目的，出席以表达反对会议处理任何事项。

(Regular meetings should be called by, so far as practicable, at least 14 days' notice pursuant to paragraph A.1.3 of Appendix 14 of the Listing Rules)

(根据上市规则附录十四第A.1.3段的规定，在切实可行的范围内，召开定期会议应发出至少十四天通知)

- (2) 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.

- (2) 任何委员会成员或委员会秘书(应委员会成员的请求时)可于任何时候召集委员会会议。召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他委员会成员不时议定的方式发出予各委员会成员(以该成员最后通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。

- (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. 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 7 days (and in any event not less than 3 days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

- (4) 召开会议的通知必须说明会议的目的、开会时间和地点。议程及随附有关会议文件一般在预期召开委员会会议前七天(无论如何不少于三天)(或经所有委员同意的其他时间内)送达各成员参阅。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee. **法定人数:** 委员会会议的会议法定人数为两位委员会成员，而大部份出席的成员须为本公司的独立非执行董事。
- 3.3 **Attendance:** The Company's Chief Financial Officer and staff setting up internal control procedures shall normally attend meetings of the committee. Other Board members shall also have the right of attendance **列席:** 本公司首席财务官以及负责制定内控制度的职员通常应出席委员会会议。其他董事会的成员亦有权出席会议。
- 3.4 **Frequency:** Regular meetings of the Committee shall be held at least once every year or more frequently if circumstances require. **次数:** 委员会每年最少应召开一次或(若有所需)以上的定期会议。
- 4. Written resolutions** **书面决议**
- 4.1 Written resolutions may be passed by all Committee members in writing. 委员会成员可以书面决议方式通过任何决议。
- 5. Alternate Committee members** **委任代表**
- 5.1 A Committee member may not appoint any person as his alternate. 委员会成员不能委任任何人任作为其候补。
- 6. Authority of the Committee** **委员会的权力**
- 6.1 The Committee may exercise the following powers: 委员会可以行使以下权力:
- (1) 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; (1) 要求本公司及其任何附属公司(合称“本集团”)的任何雇员及专业顾问, 提供委员会为执行其职责而需要的任何资料, 并提交报告、出席委员会会议及提供所需资料及解答有关问题;
- (2) to obtain, at the Company's costs, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary; (2) 如委员会认为有需要, 按照其职权范围就相关事项向外界寻求法律或其他独立专业意见及协助, 及确保有关经验和专业知识的外界人士出席其会议, 费用均由由本公司支付;

(3) to commission reports or surveys as are necessary to help it fulfill its duties at the costs of the Company;	(3) 如委员会认为有需要，可运用本公司资金委托制作报告或进行调查以协助履行其职务；
(4) 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;	(4) 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；
(5) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged; and	(5) 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；及
(6) to delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Group.	(6) 如委员会认为合适及符合本集团的最佳利益的话，转授其权力予下属小组委员会或委员会主席。
6.2 The Committee shall be provided with sufficient resources to perform its duties.	委员会应获提供予充足的资源以履行其职责。
7. <u>Duties of the Committee</u>	<u>委员会的职责</u>
7.1 The Committee is responsible to:	委员会负责：
(1) evaluate and determine the nature and extent of risks it is willing to take in achieving the Company's strategic objectives;	(1) 评估及厘定本公司达成策略目标时所愿意接纳的风险性质及程度；
(2) ensure that the Company establishes and maintains appropriate and effective risk management systems; and	(2) 确保本公司设立及维持合适及有效的风险管理系统；及
7.2 The duties of the Committee shall include the following aspects:	委员会的职责应包括以下几个方面：
(1) to review and assess the effectiveness of the Company's risk management system, and proposed changes thereto, to identify, measure, manage and/or control risks;	(1) 检讨及评估本公司用以识别、计量、管理及/或控制风险的风险管理系统以及相关的建议变更；
(2) to discuss the risk management system with management to ensure that management has performed its duty to have an effective risk management system;	(2) 与管理层讨论风险管理系统，确保管理层已厉行职责建立有效的风险管理系统；

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| (3) to consider major investigation findings on risk management matters as delegated by the Board or on the Committee's own initiative and management's response to these findings; | (3) 主动或应董事会的委派，就有关风险管理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； |
| (4) to consider the changes in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and external environment; | (4) 检讨重大风险的性质及严重程度的转变、以及本公司应付业务转变及外在环境转变的能力； |
| (5) to consider the scope and quality of management's ongoing monitoring of risks; | (5) 检讨管理层持续监察风险的工作范畴及质素； |
| (6) to consider the extent and frequency of communication of risk monitoring results to the Committee which enables it to assess the effectiveness of risk management; | (6) 检讨向委员会传达风险监控结果的详尽程度及次数，此有助委员会评核本公司风险管理的有效程度； |
| (7) to consider other matters, as defined and assigned by the Board from time to time; and | (7) 考虑及执行董事会不时界定及委派的其他事项；及 |
| (8) to report to the Board on the matters set out above. | (8) 就上述事宜向董事会汇报。 |

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 of the Listing Rules apply.
- 8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee. 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 within a reasonable time after the meeting or before the passing of the written resolutions.

会议纪要

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。有关的委员会会员将不计入法定人数内、而除非上市规则附录三附注一适用，相关委员就他或其任何连系人有重大利益的委员会决议必需放弃投票。

委员会的完整会议纪要及书面决议应由委员会秘书保存。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)。

- 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. 委员会秘书应就年内委员会所有会议纪录存档，以及具名纪录每名成员于委员会会议的出席率。
9. **Continuing application of the Bye-laws of the Company** **本公司章程细则的持续适用**
- 9.1 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，但本公司章程作出了规范的董事会会议程序的规定，适用于委员会的会议程序。
10. **Powers of the Board** **董事会权力**
- 10.1 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 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常规守则(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。
11. **Publication of the terms of reference of the Committee** **委员会职权范围的刊登**
- 11.1 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 of Hong Kong Limited. 委员会应在本公司的网站及香港联合交易所有限公司的网站公开其职权范围，解释其角色及董事会转授予其的权力。

First Adopted Date: 31 December 2015
(first effective on 1 January 2016)

首次采纳日期：2015年12月31日
(首次生效日期：2016年1月1日)