

WINFAIR INVESTMENT COMPANY LIMITED

永發置業有限公司

CORPORATE GOVERNANCE COMMITTEE

企業管治委員會

TERMS OF REFERENCE

權責範圍

1. Membership

會員資格

- 1.1. The Committee shall consist of not less than three members. Members of the Committee shall be appointed by the Board.
該委員會最少要有三位成員。其成員需由董事會委派。
- 1.2. A majority of the members of the Committee shall be independent non-executive directors.
該委員會的成員必須以獨立非執行董事佔大多數。
- 1.3. The Chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.
董事會應委派獨立非執行董事出任該委員會主席。

2. Attendance at Meeting

會議出席

- 2.1. Only members of the Committee shall attend the Committee meetings. Other board members may be invited to attend all or part of any meeting as and when appropriate.
唯獨該委員會成員才可出席委員會會議。於適當時，其他董事會成員可被邀請出席整個或部份任何會議。
- 2.2. The Company Secretary shall be the Secretary of the Committee and in the absence of the Company Secretary, a member of the Committee shall act as the secretary.
公司秘書應為該委員會秘書。在公司秘書缺席情況下，一位該委員會成員將成為該委員會秘書。

3. Quorum

法定人數

- 3.1. The quorum shall be three when the number of member exceeds three, and two when the number of member does not exceed three.
法定人數為三位成員（如成員人數超過三人）或兩位成員（如成員人數不超過三人）。

4. Frequency of Meetings

會議次數

- 4.1. Meeting shall be held at least once a year.

每年最少舉行會議一次。

5. Resolutions

書面決議

- 5.1. Anything that may be done by a resolution passed at a meeting of the Committee may be done, without a meeting and without any previous notice being required, by a written resolution of all members of the Committee.

任何於該委員會會議上可通過之決議，均可在不舉行會議及無需事先通知的情況下，藉該委員會全體成員的書面決議作出。委員會的書面決議具有效力，猶如該決議是由該委員會在委員會會議上通過的一樣。

6. Authority

職權

- 6.1 The Committee is authorized by the Board to obtain outside legal or other independent professional advice if necessary.

如有需要，董事會可授權該委員會諮詢法律上或其他獨立專業意見。

- 6.2 The Committee shall be provided with sufficient resources to discharge its duties.

該委員會應獲提供充足資源以履行其職責。

7. Duties

職責

- 7.1. The duties of the Committee shall be:

該委員會的職責是：

- 7.1.1. develop and review the company's policies and practices on corporate governance and make recommendations to the board;

制定及檢討公司的企業管治政策及常規，並向董事會提出建議；

- 7.1.2 review and monitor the training and continuous professional development of directors and senior management;

檢討及監察董事及高級管理人員的培訓及持續專業發展；

- 7.1.3. review and monitor the company's policies and practices on compliance with legal and regulatory requirements;

檢討及監察公司在遵守法律及監管規定方面的政策及常規；

- 7.1.4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- 7.1.5. review the company's compliance with the code and disclosure in the Corporate Governance Report.
檢討公司遵守《守則》的情況及在《企業管治報告》內的披露。

8. Reporting Procedures

報告程序

- 8.1 The Committee Chairman shall report to the Board after each meeting and make recommendations.
每次會議結束後，該委員會主席應向董事會作出匯報及提出建議。