

CHINA LILANG LIMITED

中國利郎有限公司

董事會风险管理委員會職權範圍

**Terms of Reference of
the Risk Management Committee of the Board of Directors**

CHINA LILANG LIMITED

中國利郎有限公司

(the “Company” and “本公司”)

**Terms of reference of the Risk Management Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
董事會(“董事會”) 风险管理委員會(“委員會”)
權責範圍**

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 11 December 2015.

本委員會是按本公司董事會於 2015 年 12 月 11 日會議通過成立的。

2. Membership

成員

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 executive directors.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的執行董事。

2.2 The Chairman of the Committee shall be appointed by the Board who shall be an executive director.

委員會主席由董事會委任，並由執行董事擔任主席。

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.

本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，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 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.

經董事會及委員會分別通過決議，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. Proceedings of the Committee

會議程序

3.1 *Notice:*

會議通知：

(a) 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.

(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於14天。不論通知期長短，委員會成員出席會議將構成放棄該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開為理由為目的，出席以表達反對會議處理任何事項。

(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)

(根據上市規則附錄十四第A.1.3段的規定，在切實可行的範圍內，召開定期會議應發出至少14天通知)

(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.

(b) 任何委員會成員或委員會秘書（應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）。

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| <p>(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.</p> | <p>(c) 口頭會議通知應儘快(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 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).</p> | <p>(d) 會議通告必須說明開會目的、時間和地點。議程及隨附有关会议文件一般在預期召開委員會會議前 7 天 (無論如何不少於 3 天) (或經所有委員同意的其他時間內)送達各成員參閱。</p> |
| <p>3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee.</p> | <p>法定人數：會議法定人數為兩位成員。</p> |
| <p>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.</p> | <p>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。</p> |
| <p>3.4 Frequency: Meetings shall be held at least once a year or more frequently if circumstances require.</p> | <p>次數：每年最少開會 1 次，或如果情況需要，次數更為頻密。</p> |
| <p>4. <u>Written resolutions</u></p> | <p><u>書面決議</u></p> |
| <p>4.1 Written resolutions may be passed by all Committee members in writing.</p> | <p>委員會成員可以書面贊成方式通過任何決議。</p> |
| <p>5. <u>Alternate Committee members</u></p> | <p><u>委任代表</u></p> |
| <p>5.1 A Committee member may not appoint any alternate.</p> | <p>委員會成員不能委任代表。</p> |

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (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;
- (b) 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;
- (c) to commission reports or surveys as are necessary to help it fulfill its duties at the costs of the Company;
- (d) 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;
- (e) 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
- (f) to delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Group.

委員會的權力

委員會可以行使以下權力：

- (a) 要求本公司及其任何附屬公司(合稱“**本集團**”)的任何雇員及專業顧問，提供委員會為執行其職責而需要的任何資料、準備並提交報告、出席委員會會議及提供所需資料及解答委員會的有關問題；
- (b) 如委員會認為有需要，按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見及協助，及確保有關經驗和專業知識的外界人士出席其會議，費用均由本公司支付；
- (c) 如委員會認為有需要，可运用本公司资金委托制作報告或進行調查以協助履行其職務；
- (d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；
- (e) 為使委員會能合理地執行本職權範圍第七章所列的職責，行使其認為有需要及得當的權力；及
- (f) 如委員會認為合適及符合本集團的最佳利益的話，轉授其權力予下屬小組委員會或委員會主席。

6.2 The Committee should be provided with sufficient resources to perform its duties. 委員會應獲提供充足資源以履行其職責。

7. Duties of the Committee

委員會的職責

7.1 The Committee is responsible to:

委員會負責：

(a) evaluate and determine the nature and extent of risks it is willing to take in achieving the Company's strategic objectives;

(a) 評估及厘定本公司達成策略目標時所願意接納的風險性質及程度；

(b) ensure that the Company establishes and maintains appropriate and effective risk management systems; and

(b) 確保本公司設立及維持合適及有效的風險管理系统；

(c) oversee management in the design, implementation and monitoring of the risk management systems.

(c) 監督管理層對風險管理系统的设计、实施及監察。

7.2 The duties of the Committee shall include the following aspects:

委員會的職責應包括以下幾個方面：

(a) 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;

(a) 檢討及評估本公司用以识别、計量、管理及/或控制風險的風險管理系统以及相關的建議變更；

(b) to discuss the risk management system with management to ensure that management has performed its duty to have an effective risk management system;

(b) 与管理層討論風險管理系统，確保管理層已履行職責建立有效的風險管理系统；

(c) 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;

(c) 主動或應董事會的委派，就有关風險管理事宜的重要調查結果及管理層對調查結果的回應進行研究；

(d) 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;

(d) 檢討重大風險的性質及嚴重程度的轉變、以及本公司應付業務轉變及外在環境轉變的能力；

(e) to consider the scope and quality of management's ongoing monitoring of risks;

(e) 檢討管理層持續監察風險的工作範疇及質素；

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| (f) 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; | (f) 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； |
| (g) to consider such other matters as defined and assigned by the Board from time to time; and | (g) 考虑及执行董事會不时委派的其他事項；及 |
| (h) to report to the Board on the matters set out above. | (h) 就上述事宜向董事會彙報。 |

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.
- 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.

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連系人有重大利益的委員會決議必需放棄投票。

委員會的完整會議紀錄及書面決議應由委員會秘書保存。委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿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)。

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

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

- 9.1 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.

10. Powers of the Board

- 10.1 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.

11. Publication of the terms of reference of the Committee

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.

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程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。

董事會權力

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聯交所上市規則的前提下(包括聯交所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。

委員會職權範圍的刊登

委員會應在本公司的網站及香港聯合交易所有限公司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。

11 December 2015

2015年12月11日