

M&L HOLDINGS GROUP LIMITED
明樑控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之股份有限公司)

(Stock Code: 8152)
(股份代號: 8152)

(the “Company”)
(「本公司」)

**TERMS OF REFERENCE OF THE CORPORATE GOVERNANCE COMMITTEE (THE
“COMMITTEE”) OF THE BOARD (THE “BOARD”) OF DIRECTORS (THE
“DIRECTORS”) OF THE COMPANY**

本公司董事(“董事”)會(“董事會”)企業管治委員會(“委員會”)
職權範圍

(The Chinese version is for reference only) (中文本僅供參考用)

1. Constitution
組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 19 June 2017.
本委員會是按本公司董事會於 2017 年 6 月 19 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 members of the Board and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors of the Company.
委員會成員由董事會從董事會成員中挑選，委員會人數最少 3 名，而大部份之成員須為本公司的獨立非執行董事。
- 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 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。如委員會秘書缺席，出席的委員將在他們當中選出秘書或委任其他人擔任該會議的秘書。
- 2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by resolutions passed by the Board. An appointment of Committee

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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，更替或罷免委員會成員。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 seven 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.

除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。該通知應發給每名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，除非出席會議的委員會成員的目的為在會議開始之時，以會議沒有得到正確地召開為理由，反對會議處理任何事項。

(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.

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）。

(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

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。

(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 seven 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).

會議通告必須說明開會目的、時間和地點。議程及隨附需委員就該會議目的而審閱的有關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段）送達各成員參閱。

3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee.
法定人數：會議法定人數為兩位成員。

3.3 Frequency: Meetings shall be held at least once a year or more frequently if circumstances require.
開會次數：每年最少開會一次，或如果情況需要，次數更為頻密。

3.4 Meetings may be held in person, or by means of telephone, electronic or other communication facilities

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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 (hereinafter collectively referred to as “Group”) and any professional advisers, 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;
向本公司及其任何附屬公司(合稱“本集團”)的任何僱員及專業顧問索取其所需的資料、要求上述人士準備及提交報告、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 obtain, at the Company’s expenses, outside legal or other independent professional advice on any matters within these terms of reference, and to secure the attendance of outsiders with relevant experience and expertise, if it considers this necessary. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
如委員會覺得有需要，可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見，以及確保具相關經驗和專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的報告或調查及取得充足資源以履行其職責。前述費用由本公司承擔；
- (c) 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
每年檢討本職權範圍及其有效性以履行其職責，如委員會覺得需要，可向董事會提出修改建議；
- (d) 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
為使委員會能恰當地執行其於第七章項下的職責，行使其認為有需要及權宜的權力；及
- (e) to delegate its authority to subcommittees or the chairman of the Committee when it deems appropriate and in the best interests of the Group.

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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 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.

本公司應提供充足資源予委員會以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

7. Duties 責任

- 7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

- (a) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
制定及審核本集團的企業管治政策及實施情況，並向董事會提出建議；
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group;
審核及監察董事及高級管理層的培訓及持續專業發展；
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
審核及監察本集團有關遵守法律法規規定的政策及實施情況；
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
制定、審核及監察適用於僱員及董事的操守準則及合規手冊(如有)；
- (e) to review the Company's compliance with the Corporate Governance Code and disclosure in the corporate governance report;
審核本公司遵守《企業管治守則》的情況及企業管治報告所披露資料；
- (f) to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant internal controls systems, processes and policies, and in particular to monitor the implementation of the Group's plans to maintain high compliance with its own risk management standards;
確保本集團有適當的監測系統以確保有關內部控制系統、過程和政策規定被遵循，特別是監察本集團嚴格實施對維持自身風險管理標準的計劃；
- (g) to review from time to time as appropriate these terms of reference and the effectiveness of the Committee and recommend to the Board any necessary changes;
不時檢討本職權範圍及委員會的有效性，向董事會建議任何必要的變更；
- (h) to consider and implement other matters, as defined or assigned by the Board from time to time;
and
考慮及執行董事會委派的其他事項；及
- (i) to report to the Board on the matters set out above.
就上述事宜向董事會彙報。

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8. Minutes and reporting procedures

會議紀錄及彙報程序

- 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 close associates has a material interest, unless the exceptions set out in note 5 to Appendix 3 to the GEM Listing Rules apply.

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、而除非創業板上市規則附錄三附註五適用，相關委員就他或其任何緊密聯繫人有重大利益的委員會決議必需放棄投票。

- 8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meeting 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.

委員會的完整會議紀錄應由正式委任的會議秘書(通常為公司秘書)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.

委員會秘書應就本公司財政年度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. Reporting responsibilities

彙報責任

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彙報。

10. Annual general meeting

股東周年大會

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)應出席本公司的股東周年大會，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

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，但本公司章程作出了規範的董事會會議程序的規定，在可行的情況下適

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用於委員會的會議程序。

12. Powers of the Board

董事會權力

The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix 15 to the GEM 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 or supplements 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, supplemented 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創業板上市規則的前提下(包括創業板上市規則之附錄十五所載的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

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 19 June 2017
於 2017 年 6 月 19 日採納