

**CHANHIGH HOLDINGS LIMITED**  
**滄海控股有限公司**

**董事會策略委員會職權範圍**

**Terms of reference of**  
**the Strategy Committee of the Board of Directors**

(董事會於 2017 年 3 月 15 日採納)  
(Adopted by the Board on 15 March 2017)

# CHANHIGH HOLDINGS LIMITED

滄海控股有限公司

(“Company” and “本公司”)

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**Terms of reference of the Strategy Committee “Committee”  
of the Board (the “Board”) of Directors  
(the “Directors”) of the Company**

**董事（「董事」）會（「董事會」）策略委員會  
（「委員會」）職權範圍**

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（中文本為翻譯稿，僅供參考用）

## **1. Constitution**

1.1 The Committee is established pursuant to a resolution passed by the Board at a meeting held on 15 March 2017.

## **2. Appointment and composition**

2.1 **Appointment and revocation:** Members of the Committee shall be appointed and removed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

2.2 Members of the Committee shall:

- (1) be appointed from amongst members of the Board; and
- (2) consist of not less than three in

## **1. 組成**

1.1 本委員會是按本公司董事會於2017年3月15日會議通過成立的。

## **2. 委任及組成**

2.1 **委任及罷免：**委員會的成員由董事會委任及罷免。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。

2.2 委員會的成員需：

- (1) 委任自本公司董事會成員；及
- (2) 最少有三名成員。

number.

- 2.3 The Board shall appoint the chairman of the Committee. 2.3 董事會須委任委員會主席。
- 2.4 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. 2.4 本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席委員會會議的委員會成員可在他們當中選出或委任其它人員作為擔任該會議的秘書。
- 2.5 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board. 2.5 委員會成員及秘書之委任可予撤回，或通過董事會決議案另行委任委員會成員。
- 2.6 A member of the Committee may not appoint any alternate. 2.6 委員會成員不得委任替任代表。

### 3. Proceedings of the Committee

### 3. 會議程序

- 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. 3.1 會議的召開：任何委員會成員或委員會秘書應委員會成員的要求，可於任何時間召開委員會會議。

#### 3.2 Notice:

#### 3.2 通知:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice. (a) 除非委員會全體成員（口頭或書面）同意，委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將構成放棄

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.

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。

- (b) 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.
- (b) 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、傳真或委員會成員不時議定的其他方式發送予各委員會成員及其它獲邀出席的人士（以該成員最後通知委員會秘書的電話號碼、傳真號碼、地址或電郵地址為準）。
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (c) 口頭會議通知應儘快（及在會議召開前）以書面方式確實。
- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by 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. Supporting documents shall be sent to the members of the Committee and other
- (d) 會議通知須注明大會舉行之時間及地點，並須連同會議議程及其他就會議而言可能需要委員會成員考慮之文件一併發出。另亦須於大會舉行前最少七日（或其他約定的期限），向委員會成員及其他出席人士寄交支持文件。

attendees at least seven (7) business days in advance of the meeting (or other agreed period).

- 3.3 **Quorum:** The quorum of the Committee meeting shall be at least two (2) members of the Committee.
- 3.3 **法定人數:** 委員會之法定人數須為兩位委員會成員。
- 3.4 **Attendance:** Only members and the secretary of the Committee, and the Company Secretary of the Company have the right to attend the meeting. Other executives, staff or advisors of the Group may be invited by the Committee to attend all or part of any meeting, as and when appropriate but shall not be counted in the quorum of the relevant meetings.
- 3.4 **出席:** 只有委員會成員方有權出席會議。本集團其他行政人員、員工或顧問或會於需要時獲委員會邀請出席全部或任何部分會議，惟不得計入有關會議之法定人數內。
- 3.5 **Frequency:** The Committee shall meet at least twice a year and at such other times as the Committee shall require. A meeting of the Committee may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 3.5 **次數:** 委員會須最少每年舉行兩次或於有需要時舉行多次會議。
- 3.6 **Votes:** Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members present. In the case of an equality of votes, the chairman of the Committee
- 3.6 **投票:** 任何會議上提出之委員會決議案須由所有出席會議之大多數成員投票通過。如出現贊成票與反對票數目相同的情況，委員會主席應有額外的或具決定性的一票。

shall have a second or casting vote.

#### **4. Written resolutions**

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.

#### **4. 書面決議**

4.1 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. Authority and Duties**

5.1 The Committee may exercise the following powers:

- (a) to obtain sufficient resources to perform its duties including access to independent professional advice at the Company's expense as the Committee considers necessary;
- (b) to determine the policy for the development strategy of the Company for the Board's consideration;
- (c) to delegate its authority and duties to sub-committees, or individual members, as it deems appropriate; and
- (d) to do any such things to enable the Committee to discharge its authority and duties conferred on it by the Board.

#### **5. 委員會的權力及職務**

5.1 委員會可以行使以下權力：

- (a) 取得足夠資源以履行職務，包括在委員會認為需要時，尋求獨立專業意見，費用由本公司承擔；
- (b) 決定本公司發展策略之政策以供董事會考慮；
- (c) 在認為適當時，向小組委員會或個別成員給予授權及委派職務；及
- (d) 作出任何致令委員會履行董事會所賦予授權及委派職務之事情。

5.2 The duties of the Committee include: 5.2 委員會負責履行以下責任：

- (a) to review, study and advise the Company's business strategies, and monitor the progress of the application of the net proceeds from the Global Offering and implementation of the Company's business strategies; (a) 審閱、研究本公司的業務策略並給出意見、監督全球發售所得款項淨額的應用進度及實施本公司的業務策略;
- (b) to research and recommend on the long term development strategy of the Company; (b) 對本公司長期發展策略規劃進行研究並提出建議;
- (c) to research and recommend on other significant matters affecting the development of the Company; and (c) 對其他影響公司發展的重大事項進行研究並提出建議；及
- (d) other matters authorized by the Board. (d) 董事會授權的其他事項。

**6. Minutes of meetings**

**6. 會議記錄**

- 6.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee. 6.1 委員會秘書需保存完整的委員會會議紀錄及委員會書面決議。
- 6.2 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 Committee members for their comment and records within a 6.2 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）。會議紀錄或書面決議（視

reasonable time after the meeting or before the passing of the written resolution. 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.

乎情況而定)獲簽署妥當後,委員會秘書應將委員會的會議紀錄或書面決議(視乎情況而定)和報告傳閱予董事會所有成員。

6.3 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.

6.3 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。

## **7. Annual general meeting**

## **7. 周年大會**

7.1 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.

7.1 委員會的主席,或在委員會主席缺席時另一名委員會的成員,應出席本公司的股東周年大會以回應股東周年大會上就委員會的活動及其職責提出的問題。

## **8. Reporting procedures**

## **8. 彙報責任**

8.1 The chairman of the Committee shall report formally to the Board on its proceedings upon request by the Board on all matters within its duties and responsibilities.

8.1 委員會主席應盡其職責及職務,於每次會議後,就其對所有事項之議事程序向董事會正式報告。



8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8.2 委員會應在其提交審議而需要作出行動或改善之事項中，就其認為適當之範圍，向董事會提出推薦意見。

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

## **9. 本公司章程細則的持續適用**

9.1 The articles of association of the Company regulating the meetings and proceedings of the Board 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.

9.1 就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。

## **10. Powers of the Board**

## **10. 董事會權力**

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 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

10.1 董事會可遵照本公司之公司細則及上市規則，修訂、補充及撤銷此等職權範圍，惟任何對此等職權範圍之修訂及撤銷概不得導致倘並無作出修訂或撤銷應屬有效之委員會先前行動及決議案失效。

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**      **11. 委員會職權範圍的刊登**

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.

11.1 委員會職權範圍應在可登載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 in March 2017

於 2017 年 3 月採納