

# CHINA CONCH VENTURE HOLDINGS LIMITED

中國海螺創業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code: 586)

(股份代號：586)

(“the Company”)

(「本公司」)

---

**Terms of Reference of the  
Strategy, Sustainability and Risk Management Committee (the “Committee”)  
of the Board (the “Board”) of Directors (the “Directors”)  
董事(「董事」)會(「董事會」)  
戰略、可持續發展及風險管理委員會(「委員會」)  
職權範圍**

---

## 1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board of the Company at its meeting held on 29 March 2021.

## 2. Membership

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 four members.

2.2 The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee.

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, the members of the Committee present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

## 1. 組成

1.1 本委員會是按本公司董事會於2021年3月29日會議通過成立的。

## 2. 成員

2.1 委員會由董事會從其董事中委任組成，委員會人數最少4名。

2.2 委員會主席由董事會委任或經委員會會員選舉。

2.3 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 Additional members may be appointed to the Committee and members of the Committee may be replaced or removed by separate resolutions passed by the Board and by the Committee. The appointment of a member of the Committee shall be automatically revoked if such member ceases to be a member of the Board.

### 3. Proceedings of the Meeting

#### 3.1 Notice:

- (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.
- (b) Any Committee member or secretary of the Committee may at any time, on the request of any Committee member, summon a Committee meeting. Notice shall be given to each Committee member in person verbally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile number 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.

2.4 經董事會及委員會分別通過決議，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. 會議程序

#### 3.1 會議通知：

- (a) 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，除非出席該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) 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(以該成員不時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 verbally shall be confirmed in writing as soon as practicable and before the meeting.

(d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with relevant 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 three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

(c) 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) 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七天(無論如何不少於三天)(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 three members of the Committee.

3.3 **Attendance:** The Committee may invite other members of the Board or members of the senior management to sit in at the meeting and express opinions as attendees without voting rights. External consultants may also be invited to attend such meeting.

3.4 **Frequency:** Meetings shall be held at least once annually. Additional meetings may be convened if circumstances require.

3.5 The members of the Committee may attend meetings in person, or by telephone, electronic or other means that enable all persons participating in the meeting to communicate with each other simultaneously and instantly, and participation in a meeting in the aforesaid manner shall be deemed to be present in person at such meeting.

3.2 **法定人數:** 委員會會議法定人數為3位委員會成員。

3.3 **出席:** 委員會可邀請其他董事會成員或高級管理層成員列席會議，發表意見，列席人員不享有表決權；外聘顧問亦可被邀請列席會議。

3.4 **開會次數:** 每年最少開會一次。若有所需，可召開額外會議。

3.5 會議可由委員會成員親身出席，或以電話、電子、或其他可讓所有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即被視作親身出席有關會議。

#### 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.

#### 5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

#### 6. Duties and powers of the Committee

6.1 The Committee shall have the following duties and powers:

##### (I) Overall duties and powers

(a) The Committee shall be responsible for formulating or regularly reviewing the development strategies and development plans of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”), supervising enterprise risk management, examining and inspecting the Group’s sustainable development plans based on the internal and external actual conditions of the Group and putting forward opinions or suggestions regarding improvement of such plans, reviewing the risk management plans, and assisting the Board in fulfilling its management and supervision responsibilities related to sustainable development of the Group.

#### 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. 委任代表

5.1 委員會成員不能委任代表。

#### 6. 委員會的職權

6.1 委員會具有以下職權：

##### (1) 整體職權

(a) 委員會的責任為制訂或定期檢驗本公司及其附屬公司(合稱「**本集團**」)的發展戰略、發展規劃並監督企業風險管理，根據本集團內外部的實際情況，就本集團可持續發展方案進行審查、檢驗並提出改進意見或建議，審議風險管理方案，協助董事會履行其關於本集團可持續發展的管理監督職責。

## (II) Strategies of the Group

- (b) to consider and make recommendations on the mid and long-term planning of development strategies of the Group;
- (c) to consider, compare and make recommendations on the Group's external public policies, laws and regulations in the place where the project is located, industry strategy information, and industry development status;
- (d) to formulate, consider and make recommendations on the Group's policies on protection of shareholders' rights and interests in compliance with laws and regulations when carrying out project mergers and acquisitions;
- (e) to follow up and monitor the implementation of the strategic plan, make appropriate amendments and improvement on the strategic development plan, and consider, evaluate and make recommendations on the material adjustments involved, which will be reported to the Board for approval;

## (2) 集團戰略

- (b) 對本集團中長期發展戰略規劃進行研究並提出建議；
- (c) 對本集團對外公共政策、項目所在地法律法規、行業戰略信息、行業發展狀況等開展研究和比對，並提出建議；
- (d) 對本集團對外實施項目併購時，依法合規保護股東權益政策進行制定與研究，並提出建議；
- (e) 對戰略規劃實施情況進行跟蹤檢查，對戰略發展規劃進行適當的修改完善，及對其中所涉及的重大調整進行研究、評估、提出相應建議，並報董事會審定；

### (III) Sustainable development

- (f) to consider and make recommendations on the related policies of the Group in the sustainable development areas including but not limited to health and safety, community relations, environment and anti-corruption so as to ensure that the Group's position and performance on the sustainability issues are in compliance with laws and regulations;
- (g) to conduct research, analysis and risk assessment on issues related to the sustainable development and the environment, social and governance (“ESG”);
- (h) to develop systems, strategies and objectives for sustainable development, organize or assist in the monitoring and inspection of the policies, management, performance and progress related to the sustainable development and ESG matters;
- (i) to supervise all functional departments and guide them to fully implement the sustainable development strategies, objectives and related actions;
- (j) to review the reports on the sustainable development and ESG matters and report to the Board;
- (k) to identify relevant matters that have a significant impact on the Group's operations and/or the rights and interests of other important stakeholders from the perspective of sustainable development;

### (3) 可持續發展

- (f) 對本集團可持續發展領域包括但不限於健康與安全、社區關係、環境、反腐的相關政策進行研究並提出建議，確保本集團在可持續發展議題的立場及表現符合法律及監管；
- (g) 對可持續發展，以及環境、社會及管治(下稱「ESG」)等相關事項開展研究、分析和風險評估；
- (h) 提出可持續發展的制度、戰略與目標，並組織或協調可持續發展及ESG事項相關政策、管理、表現及目標進度的監督和檢查；
- (i) 監督各職能部門並指導他們全面落實可持續發展戰略、目標及相關行動；
- (j) 審閱可持續發展、ESG事項相關報告，並向董事會匯報；
- (k) 就可持續發展方面識別對本集團營運及／或其他重要利益相關方的權益構成重大影響的相關事宜；

- (l) to review and supervise sustainable development policies and practices to ensure their compliance with requirements, adopt and update policies concerning environmental protection, social responsibility management and corporate governance, as necessary;

(IV) Risk management

- (m) to ensure that the management has performed its duty to set up effective risk management systems, consistently oversee the Group's risk management measures and systems and review the effectiveness of risk management at least once a year;
- (n) to consider major investigations findings on risk management matters as delegated by the Board or on its own initiative and management's response to these findings;
- (o) to make recommendations to the Board on the improvement of the risk management system.

6.2 Saved as the above matters, the Committee is also responsible for considering and reviewing any other matters relating to the corporate strategy, sustainable development or risk management of the Group.

- (l) 檢討並監察有關可持續發展的政策及慣例，以確保符合要求，並於有需要時採納並更新有關環境保護、社會責任管理及企業管治的政策；

(4) 風險管理

- (m) 確保管理層已履行職責建立有效的風險管理系統，持續監督本集團風險管理措施及系統並至少每年檢討一次風險管理是否有效；
- (n) 主動或應董事會的委派，就有關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；
- (o) 向董事會提出建議改善風險管理系統。

6.2 除上述事項外，委員會亦負責研究及審議任何其他與本集團戰略、可持續發展或風險管理有關的事項。

## **7. Minutes and reporting procedures**

7.1 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 meetings should be sent to all Committee members for their comment and records respectively 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.

7.2 The secretary of the Committee shall keep records of minutes of all meetings of the Committee held during each financial year of the Company and records of attendance of members of the Committee, by name, at the Committee meetings held during that financial year.

## **8. Reporting responsibilities**

8.1 The Committee shall report to the Board after each meeting of the Committee and shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

## **9. Annual general meeting**

9.1 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.

## **7. 會議紀錄及匯報程序**

7.1 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。

7.2 委員會秘書應將就本公司每個財政年度內委員會所有會議的會議紀錄存檔,以及具名紀錄各成員在該財政年度內於委員會會議的出席率。

## **8. 匯報責任**

8.1 委員會應於每次委員會會議後向董事會作出匯報及應向董事會匯報其決定或建議,除非委員會受法律或監管限制所限而不能作此匯報(例如因監管規定而限制披露)。

## **9. 股東周年大會**

9.1 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。



## 10. Continuing application of the articles of association of the Company

10.1 Where there is no specification in previous provisions, the articles of association of the Company regulating the meetings and proceedings of the Board shall, where feasible, apply to the meetings and proceedings of the Committee.

## 11. Powers of the Board

11.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolutions of the Committee which would have been valid if such terms of reference or resolutions had not been amended, supplemented or revoked.

## 12. Publication of the terms of reference of the Committee

12.1 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 websites of the Company and The Stock Exchange of Hong Kong Limited.

## 10. 本公司組織章程的持續適用

10.1 就前文未有作出規範，但本公司章程細則作出了規範董事會會議及議事程序的規定，在可行的情況下適用於委員會的會議及議事程序。

## 11. 董事會權力

11.1 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香港聯合交易所有限公司證券上市規則(「上市規則」)的前提下(包括上市規則之附錄十四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)，作出修訂、補充及廢除，惟對本職權範圍及經委員會通過的決議案所作出的修訂、補充及廢除，不會導致本委員會在本職權範圍或經委員會通過的決議案未經修訂，補充及廢除前本屬有效的行為及委員會決議案失去效力。

## 12. 委員會職權範圍的刊登

12.1 委員會應在本公司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。

Adopted on 29 March 2021  
於2021年3月29日採納