

(Effective as from 23 March 2017)
(自 2017 年 3 月 23 日起生效)

GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED
大成生化科技集團有限公司

董事會執行委員會職權範圍
Terms of reference of
the Executive Committee of the Board of Directors

GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED
大成生化科技集團有限公司

(the “Company” and “本公司”)

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

**董事會(“董事會”)執行委員會(“委員會”)
職權範圍**

(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 23 March 2017.

本委員會是按本公司董事會於2017年3月23日會議通過成立的。

2. Membership

成員

- 2.1 Members of the Committee shall comprise executive directors and non-executive directors of the Company (excluding independent non-executive directors of the Company).

委員會成員由本公司執行董事及非執行董事組成 (不包括獨立非執行董事)。

- 2.2 Only members of the Committee have the right to attend the Committee meetings. However, other individuals such as other directors and external advisers of the Company may be invited to attend for all or part of any meeting, as and when appropriate.

只有委員會成員有權出席委員會會議。惟其他人士如其他本公司董事及外聘顧問可獲邀於適當時以適當方式出席任何會議的全部或部分議程。

- 2.3 The Chairman of the Committee shall be the Chairman of the Board. If the chairman of the Committee is unable to attend a meeting for any reasons, he/she may appoint another member of the Committee to chair the meeting.

委員會主席須為董事會主席。委員會主席因故不能出席會議時，可委任其他一名委員會成員主持會議。

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.

3. Secretary

3.1 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.

4. Frequency of Meetings

4.1 Meetings shall be held as and when the Committee considers necessary. A meeting of the Committee may be convened by any of its members, or by the secretary of the Committee at the request of any of its members.

5. Notice of Meetings

5.1 Unless otherwise agreed by all the members of the Committee, notice of at least three days shall be given of a meeting of the Committee, and 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 expressed 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.

經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員。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。

秘書

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。

開會次數

會議須在委員會認為必要時召開。委員會會議可由其任何成員召開，或在其任何成員要求時由委員會秘書召開。

會議通告

除委員會全體成員另有協定外，須就委員會會議發出至少三日之通告，且該通告須發送至委員會每名成員及獲邀出席會議之任何其他人士。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，以會議還沒有得到正確地召開為理由地，反對會議處理任何事項。

6. Proceeding of Meetings

- 6.1 The quorum of the Committee meeting shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 6.2 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. In the case of any equality of votes, the Chairman of the Committee shall have a casting vote.

7. Reporting procedures

- 7.1 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.
- 7.2 Full minutes of the Committee meetings and all written resolutions of the Committee should be kept by the secretary of the Committee, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director of the Company.
- 7.3 The secretary of the Committee shall circulate the draft and final version of minutes of the meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time after the meeting or the passing of the written resolutions.

會議程序

委員會會議的法定人數為兩名委員會成員。適當地召開而出席人數達到法定人數的委員會會議將有能力行使全部或任何賦予委員會或委員會可行使的授權、職權及酌情權。

於委員會任何會議提出的決議案須經出席的委員會成員的大多數表決通過。若票數均等，委員會主席可投決定性一票。

會議紀錄及書面決議的傳閱

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聯繫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。在任何本公司董事的合理通知下，該等會議記錄應在合理時間內提供予該董事查閱。

委員會秘書應將委員會會議記錄的初稿及最後定稿或書面決議，在會議後或通過該書面決議後一段合理時間內先後發送委員會全體委員，初稿供成員表達意見，最後定稿作其紀錄之用。

7.4 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.

7.5 Without prejudice to the generality of the duties of the Committee set out below, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

8. Authority of the Committee

8.1 The Board delegates its power and authorities to the Committee (save to the extent that such powers and authorities are reserved to other committees of the Board or the full Board or are specifically reserved below) to do all such things, acts and deeds, to approve and enter into any agreement or document or transaction on behalf of the Company and to approve, execute and authorise the issue, publication or despatch of all such documents as the Committee may consider necessary or desirable in connection with the normal and ordinary course of business and the day-to-day management and operation of the Company. The powers and authorities of the Committee shall not be extended to:

- (a) approval of final and interim results of the Company;
- (b) declaration, recommendation or payment of any dividend or other distributions;
- (c) proposal to the shareholders of the Company to put the Company into liquidation;

委員會秘書應備存於本公司各財政年度委員會舉行的會議紀錄及個別成員出席紀錄。

在不損害下文所載委員會的一般職責下，委員會須向董事會匯報並確保董事會全面知悉其決定及建議，惟法律或規管限制其如此行事除外。

委員會的權限

董事會授予委員會權力及權限。(惟倘該等職權及權限由董事會其他委員會或全體董事會保留或專為以下各項而保留則除外)作出一切有關事宜、行動及契據，代表本公司批准及訂立任何協議或文件或交易，及批准、執行及授權發行、刊發或寄發執行委員會認為就本公司正常及一般業務過程以及日常管理及營運屬必要或適宜之所有相關文件。委員會之職權及權限不得超出以下範圍：

- (a) 批准本公司的年度業績及中期業績；
- (b) 宣佈派發、建議派發或派發任何股息或其他分配；
- (c) 向本公司股東建議公司清盤；

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| <p>(d) approval of any discloseable transaction, major transaction, very substantial acquisition or disposal within the meaning of Chapter 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchnage”);</p> | <p>(d) 批准任何在香港聯合交易所有限公司 (“聯交所”)證券上市規則 (“上市規則”)第14章所界定之須予披露交易、主要交易、非常重大出售事項或收購事項；</p> |
| <p>(e) approval of any connected transaction within the meaning of Chapter 14A of the Listing Rules;</p> | <p>(e) 批准任何根據上市規則第14A章所界定之關連交易；</p> |
| <p>(f) matters involving a conflict of interest for a substantial shareholder and/or a director of the Company.</p> | <p>(f) 涉及主要股東及 / 或本公司董事利益衝突之事項</p> |
| <p>(g) approving any proposed change in the capital structure, including any redemption of the Company’s securities listed on the Stock Exchange;</p> | <p>(g) 批准資本架構之任何變動建議，包括任何贖回於聯交所上市之本公司證券；</p> |
| <p>(h) approving any decision to change the general character or nature of the business of the Company;</p> | <p>(h) 批准有關更改本公司業務整體特點或性質之任何決定；</p> |
| <p>(i) matters specifically set out in the Listing Rules which require approval at a full Board meeting; and</p> | <p>(i) 上市規則所指須於全體董事會會議上批准之事宜；及</p> |
| <p>(j) any regulations or resolutions or restrictions that may be imposed upon the Committee by the Board from time to time.</p> | <p>(j) 董事會可不時對委員會施加之任何規例或決議案或限制。</p> |

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 of the Company 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.

本公司章程的持續適用

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式的規定，適用委員會的會議程式。

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, 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

- 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.

Adopted on 23 March 2017
於2017年3月23日採納

董事會的權力

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細則及上市規則的前提下，隨時修訂、補充及廢除，惟有修訂、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。