

STEVE LEUNG DESIGN GROUP LIMITED

梁志天設計集團有限公司

**Terms of reference for the
Risk Management Committee**

風險管理委員會職權範圍書

(adopted on 11 June 2018)

(於2018年6月11日採納)

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1. Constitution

組織

The board of directors (the “**Directors**”) of the Company (the “**Board**”) has resolved to establish a risk management committee of the Board (the “**Risk Management Committee**”) with the authority, responsibility and specific duties as described below.

梁志天設計集團有限公司(「本公司」)董事會(「董事會」)現議決於董事會轄下成立一個風險管理委員會(「風險管理委員會」)並授予其下述權力、責任及具體職責。

2. Membership

成員

- 2.1 Members of the Risk Management Committee (the “**Members**”) shall be appointed by the Board from among the directors of the Company and shall consist of not less than three members, at least one of whom is an independent non-executive directors.

風險管理委員會成員(「成員」)須由董事會從本公司董事中委任，並由不少於三名成員組成，其中至少一名應為獨立非執行董事。

- 2.2 Each Member shall have the requisite experience and expertise to enhance the Company’s existing internal risk management functions in relation to the sanctions imposed by the United States of America, the European Union, the United Nations or Australia.

每位成員均應具備必要的經驗和專業知識，以加強本公司與美國、歐盟、聯合國和澳大利亞制裁有關的現有內部風險管理職能。

- 2.3 The Board shall appoint the Chairman. In the absence of the Chairman or an appointed deputy, the present Members shall elect one of them to chair the meeting.

董事會應指定主席。在主席或委任代表不在場時，現任成員應選舉其中一人主持會議。

- 2.4 The company secretary of the Company or his nominee shall act as the secretary of the Risk Management Committee (the “**Secretary**”).

本公司的公司秘書或其代理人應擔任風險管理委員會的秘書(「該秘書」)。

3. Attendance at meetings

出席會議

- 3.1 Unless otherwise agreed by all the Members, a meeting of the Risk Management Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. If a Meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a Meeting shall deem to agree to the shorter notice. Notice of any adjourned Meetings is not required if the adjournment is less than fourteen (14) days. Notice shall be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by email or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the Secretary by such Member or in such other means as the Members may from time to time determine.

除非全體成員同意，風險管理委員會會議（下稱「會議」）的召集至少需要14天通知。如會議是被縮短的通知所召集，如大多數成員同意，該會議的召集可被視為有效。出席該會議的成員將被視為同意該縮短通知。如果會議延期少於14天，則毋須發出任何續會通告。向各成員發出的會議通知必須於會議召開之前至少14天通過親身口頭傳遞、或者以書面、電話、電郵、電傳、電報、傳真的形式傳達至該名成員不時向該秘書通知的電話號碼、或傳真號碼、或地址，或成員可能不時決定之其他通訊方式。

- 3.2 The Chairman (or in his absence, a Member designated by the Chairman) shall preside at all meetings of the Risk Management Committee. The Chairman shall be responsible for leading the Risk Management Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

主席（或在其缺席情況下，由主席委任一位成員）應主持所有風險管理委員會會議。主席有責任帶領風險管理委員會，包括安排會議，準備議程及定期向董事會報告。

- 3.3 The Secretary or in his absence, his representative or any one Member, shall be the secretary of the Meetings.

該秘書或若其未能出席，其代表或任何一位成員將出任會議秘書。

- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a Meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the Meeting are capable of hearing each other.

會議可以親身或電話或視像會議進行。成員可透過電話會議或同類通訊器材參與會議，惟所有出席會議之人士須可聽到其他與會者發言。

- 3.5 Resolutions of the Risk Management Committee at any Meeting shall be passed by a majority of votes of Members if more than two Members are present and by a unanimous vote if only two Members are present.

任何風險管理委員會的決議如超過兩名成員列席，必須由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

4. Frequency of meetings

會議次數

Meetings shall be held at least once a year. Only Members are entitled to vote at the Meetings.

會議次數須不少於每年一次。只有成員有權在會議內進行表決。

5. Authority

權力

5.1 The duties of the Risk Management Committee shall be:

風險管理委員會的職責是：

- (a) to monitor the Company's exposure to sanctions law risks and its implementation of the related internal control procedures, with particular emphasis on the Company's risk management policies and standards and supervise and monitor the Company's exposure to sanctions law risks;
監控本公司所受到的制裁法律風險其相關內部控制程序的執行，尤其是本公司的風險管理政策和標準以及指導和監督本公司所受到的制裁法律風險；
- (b) to review and approve all relevant business transaction documentation from customers or potential customers from Sanctioned Countries and with Sanctioned Persons;
審查和批准與來自受制裁國家的客戶或潛在客戶以及與受制裁人員的所有相關商業交易文件；
- (c) to review the information (such as identity and nature of business) relating to the counterparty to the contract along with the draft business transaction documentation;
審查與合同訂約方有關的信息（如身份和業務性質）以及商業交易文件草稿；
- (d) to check the counterparty against the various lists of restricted parties and countries maintained by the U.S., the European Union, the United Nations or Australia, including, without limitation, any government, individual or entity that is subject of any OFAC-administrated sanctions which lists are publicly available, and determine whether the counterparty is, or is owned or controlled by, a person located in Sanctioned Countries or a Sanctioned Person;
根據美國、歐盟、聯合國或澳大利亞所管理的各種受限制締約方及國家名單來檢查交易對手，包括但不限於在由OFAC所管理的公開制裁清單上的任何政府、個人或實體；並確認交易對手是否為位於受制裁國家的人員或受制裁人員或被其擁有或控制；
- (e) to periodically review the Company's internal control policies and procedures with respect to sanctions law matters;
定期審查本公司有關制裁法律事項的內部控制政策和程序；

- (f) to set out guidelines for the Company to enhance the Company’s existing internal risk management functions; and
為本公司制定指導方針，以加強本公司現有的內部風險管理職能；以及
- (g) to consider other topics as defined by the Board.
考慮董事會議定的其他議題。

5.2 The Risk Management Committee is to be provided with sufficient resources to perform its duties and when the Risk Management Committee considers necessary, the Company shall retain external international legal counsel with necessary expertise and experience in sanctions law matters for recommendations and advice.

風險管理委員會將獲得足夠的資源履行其職責，當風險管理委員會認為有必要時，本公司應聘請在制裁法律事務方面擁有必要的專業知識和經驗的外部國際法律顧問，以提供建議和意見。

5.3 For the purposes of these terms of reference:

在此職權範圍書中：

“OFAC” means the Office of Foreign Assets Control of the U.S. Department of the Treasury.
「OFAC」是指美國財政部的海外資產控制辦公室。

“Sanctioned Countries” means countries which are subject to certain economic sanctions under the laws of the U.S., the European Union, Australia and the United Nations.

「受制裁國家」是指根據美國、聯合國、歐盟和澳大利亞法律受到某些經濟制裁的國家。

“Sanctioned Person(s)” means certain person(s) and entity(ies) listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the U.S., the European Union, the United Nations or Australia.

「受制裁人員」是指由美國、聯合國、歐盟或澳大利亞管理的OFAC特別指定國民和阻止人員名單或其他受限制人員名單上列出的某些人員和實體。

“U.S.” means the United States of America, its territories, its possession and all areas subject to its jurisdiction.

「美國」是指美利堅合眾國、其領土、其屬地和受其管轄的所有地區。

6. Reporting procedures

通報程序

- 6.1 The Risk Management Committee should report to the Board on a regular basis.
風險管理委員會應定期向董事會報告。
- 6.2 The secretary of the Risk Management Committee shall circulate the minutes of Meetings and all written resolutions of the Risk Management Committee to all members of the Board, keeping the Board informed of the Risk Management Committee's activities, decisions and recommendations on a regular basis.
風險管理委員會的秘書應將會議記錄和風險管理委員會的所有書面決議分發給董事會全體成員，並定期向董事會通報風險管理委員會的活動，決定和建議。

7. Publication of the terms of reference of the Risk Management Committee

刊登風險管理委員會職權範圍

These terms of reference of the Risk Management Committee will be posted on the websites of the Company and the Stock Exchange.

風險管理委員會的職權範圍應登載於本公司及聯交所的網站上。

8. Others

其他

- 8.1 The Risk Management Committee shall review its terms of reference, performance and constitution and recommend any updates it considers necessary, in light of changes in circumstances.
風險管理委員會應審查其職權範圍，表現和組成，並根據情況的變化建議其認為必要的更新。
- 8.2 Chinese translation of this document is for reference only. If there is any inconsistency between the original text in English and the Chinese translation, the original text in English shall prevail.
本文件中文翻譯僅供參考之用。如中文翻譯之文義與英文原文有歧義，概以英文原文為準。