



FAR EAST CONSORTIUM INTERNATIONAL LIMITED

(the "Company")

(「本公司」)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：35)

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS – CORPORATE GOVERNANCE FUNCTIONS

董事會企業管治職能的職權範圍

1. PRINCIPLES 原則

- 1.1 The Company is committed to achieving high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability.

本公司致力達至高水平之企業管治，務求保障股東利益及提升公司價值與問責性。

2. CORPORATE GOVERNANCE POLICIES AND PRACTICES

企業管治政策及常規

- 2.1 The Corporate Governance Code as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "CG Code") sets out the principles of good corporate governance, the code provisions to comply and certain recommended best practices to adopt on corporate governance practices:

載列於香港聯合交易所有限公司證券上市規則附錄14的《企業管治守則》

「《企業管治守則》」，訂明良好企業管治的原則，有關企業管治須遵守的守則條文及建議採納的最佳常規：

- Code provisions: These are not mandatory rules but listed companies are expected to comply with them. If listed companies choose not to comply with the code provisions, they **must** give considered reasons for any deviation in their annual and interim reports.

守則條文：不屬強制性規則，但上市公司應該遵守。如上市公司選擇偏離守則條文，則必須於其年報及中期報告中提供經過審慎考慮有關偏離的理由。

- Recommended best practices: These are not mandatory rules and are for guidance only. Listed companies are **encouraged to** comply with them and give considered reasons for any deviation.

建議最佳常規：不屬強制性規則，只屬指引。鼓勵上市公司遵守，並且就任何偏離行為提供經過審慎考慮的理由。

- 2.2 The Company shall use its best endeavours to apply the corporate governance principles and, to the extent applicable, comply with the code provisions as set out in the CG Code (as amended from time to time) and adopt the recommended best practices (as much as feasible).

本公司將在適合本公司的情況下，盡力應用及遵守載列於《企業管治守則》(不時作出修訂)的企業管治原則及守則條文，及於可行情況下盡量採納最佳常規。

3. RESPONSIBILITIES OF THE BOARD OF DIRECTORS 董事會的責任

- 3.1 The board of directors of the Company (the “Board”) is collectively responsible for the management and operations of the Company.

本公司董事會(「董事會」)須共同負責管理及經營本公司的業務。

- 3.2 The Board shall be responsible for the leadership and control of the Company, and collectively responsible for promoting the Company’s success by directing and supervising its affairs.

董事會應負責領導及監控本公司，並應集體負責統籌及監督本公司的事務以促使本公司達致成功。

- 3.3 The Board should take decisions objectively in the best interests of the Company.

董事會應該客觀行事，所作決策須符合本公司的最佳利益。

- 3.4 It is the responsibility of the Board to determine the appropriate corporate governance policies and practices applicable to the Company’s circumstances and to ensure processes and procedures are in place to achieve the Company’s corporate governance objectives.

董事會須因應本公司的情況而釐定適合本公司的企業管治政策及常規，並應確保有關程序得以切實執行，以達致本公司的企業管治目標。

- 3.5 The Board may discharge its corporate governance duties by the following arrangements:

董事會可透過以下安排，以履行其企業管治職責：

- To establish a committee or committees with specific terms of reference to carry out different governance oversight roles or to delegate the duties to the existing committee(s).

成立訂有特定職權範圍的一個或多個委員會，以執行不同的企業管治職能，或將職責指派予一個或多個現有的委員會。

- To delegate certain management and administration functions to the management with clear directions.

在給予管理層明確清晰的指引下，把部分管理及行政職能指派予管理層。

4. CORPORATE GOVERNANCE DUTIES 企業管治職責

4.1 The Board should be responsible for the following corporate governance duties:

董事會應負責以下之企業管治職責：

- To develop, review and update the Company's policies and practices on corporate governance;
制定、檢討及更新本公司的企業管治政策及常規；
- To review and monitor the training and continuous professional development of directors and senior management of the Company;
檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company;
制定、檢討及監察本公司僱員及董事的操守準則及合規手冊 (如有)；
- To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
檢討本公司遵守《企業管治守則》的情況及在《企業管治報告》內的披露；
及
- To perform such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board is responsible.
履行其他載列於《企業管治守則》(不時作出修訂) 應由董事會負責的企業管治職責和職能。

Note : If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

註 : 如本文件的英文及中文版本有任何差異，概以英文版本為準。