

Austar Lifesciences Limited
奧星生命科技有限公司

風險管理委員會權責範圍及程序
Terms of reference of
the Risk Management Committee of the Board of Directors

Austar Lifesciences Limited
奧星生命科技有限公司
(“Company”)(“本公司”)

**Terms of reference of the Risk Management Committee (“RMC”)
of the Board of Directors (“Board”) of the Company**

**董事會 (“董事會”) 風險管理委員會 (“險管會”)
權責範圍及程序**

首次採納日期: 2014 年 10 月 21 日
First adoption dated: 21 October 2014

有效期至: 長期 (直至另行通知)
Validity: Continuous (until further notice)

1. Membership

成員

- 1.1 The RMC shall comprise not less than three members to be appointed by the Board. 險管會成員由董事會委任，成員人數應不少於三位。
- 1.2 The Board shall appoint the chairman of the RMC. In the absence of the chairman of the RMC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the RMC when it is dealing with the succession of chairmanship. 險管會主席由董事會委任。如險管會主席或副主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。為免生疑慮、當險管會開會討論主席繼任問題時，董事會主席不應擔任該會議之主席。
- 1.3 Only members of the RMC have the right to attend the RMC meetings. However, any director, executive or other person may be invited to attend the meetings when the RMC considers that their attendance can assist it to discharge its duties. 只有險管會的成員方可出席險管會之會議。然而，若險管會議為任何董事、行政人員或其他人士可協助該會履行職責，則可邀請該等人士出席會議。

2. Frequency and proceedings of meetings

會議次數及程序

- 2.1 The RMC shall meet at least twice a year. 險管會應至少每年開會兩次。
- 2.2 The quorum for meetings of the RMC shall be two directors. A duly convened meeting of the RMC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the RMC. 險管會會議的法定人數應為兩位董事。正式召開而達到法定人數的險管會會議有權履行險管會獲賦予的一切或任何授權、權力和酌情權。
- 2.3 RMC members may pass resolutions by way of written resolutions, but such must be passed by all RMC members in writing. 險管會成員可以書面決議方式通過任何決議，惟必須所有險管會成員書面同意。
- 3. Secretary** **秘書**
- 3.1 The company secretary of the Company or his/her nominee shall act as the secretary of the RMC. 公司秘書或其代理人應擔任險管會秘書。
- 4. Notice of Meetings** **會議通告**
- 4.1 Meetings of the RMC shall be convened by the chairman of the RMC. 險管會的會議應由險管會主席召開。
- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the RMC and any other person required to attend at least three working days before the intended meeting date. 除非另有協議，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於擬定開會日期之前最少三個工作天送交險管會各成員及其他需要出席會議的人士。
- 4.3 Any RMC member may or, on the request of a RMC member, the secretary to the RMC shall, at any time summon a RMC meeting. Notice shall be given to each RMC member 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 from time to time notified to the secretary by such RMC member or in such other manner as the RMC members may from time to time determine. 任何險管會成員或險管會秘書（應險管會成員的請求時）可於任何時候召集險管會會議。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、傳真或其他險管會成員不時議定的方式發出予各險管會成員（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）。
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. 任何口頭會議通知應在切實可行範圍內盡快及在會議召開前以書面方式確實。

5. Minutes of the Meetings

- 5.1 Minutes of the RMC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all RMC members for their comments and records within a reasonable time after the meeting and unless there is a conflict of interest, to all other members of the Board.
- 5.2 The secretary of the RMC shall keep the minutes and resolutions passed at the RMC meetings and such minutes and resolutions shall be open for inspection at any reasonable time on prior reasonable notice by any director save when there is a conflict of interest.

6. Annual General Meeting

- 6.1 The chairman of the RMC shall attend (or in his/her absence, appoint another member of the committee or failing this his/her duly appointed delegate, to attend) the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the RMC.

7. Duties

- 7.1 The RMC shall:
- 7.1.1 review the Company's risk management policies and standards, as well as the fundamental concepts and scope of compliance management;
- 7.1.2 review and provide comment on the overall target and basic policy of the compliance and risk management;
- 7.1.3 supervise and monitor the development of risk and compliance management system of the Company;

會議記錄

險管會的會議記錄應詳細記錄會議上審議的事項及所作出的決定，包括會上提出的關注及相反意見。會議記錄的初稿及最後定稿應於會議完成後的一段合理時間內供險管會所有成員傳閱；以供提出意見及作其他記錄之用；若無利益衝突，亦應供董事會其餘全部成員傳閱。

險管會秘書應保存險管會之會議記錄及通過決議案之文件。除非有利益衝突，否則任何董事可在提出合理通知後，於任何合理時間內查閱該等會議記錄及決議案。

股東周年大會

險管會主席應出席（若險管會主席未能出席，則委任另一名委員出席；或如該名委員未能出席，則其適當委任的代表出席）本公司的股東周年大會，並準備回答股東有關險管會會議的問題及職責。

責任

險管會應：

審定本公司風險管理方針及風險準則，審定合規管理的基本理念和範圍；

審議合規管理和風險管理的總體目標、基本政策並提出意見；

指導並監督本公司風險管理、合規管理制度建設；

- | | | |
|--------|--|---|
| 7.1.4 | review the settings and responsibilities of the Company's compliance and risk management, and to advise on the same; | 審議本公司合規管理及風險管理的設置及其職責並提出意見； |
| 7.1.5 | review the compliance reports and risk assessment reports that need to be reviewed by the Board, and to make recommendations on improvement of the Company's compliance and risk management; | 對需董事會審議的合規報告和風險評估報告進行審議，並提出完善本公司合規和風險管理的意見； |
| 7.1.6 | review and monitor the training and continuous professional development of the Directors and senior management; | 檢討及監察董事及高級管理人員的培訓及持續專業發展； |
| 7.1.7 | monitor the effective implementation of the risk and compliance management by the management of the Company, and to evaluate the performance of the senior management responsible for risk and compliance management; | 監督本公司管理層有效實施風險管理和合規管理，對負責風險管理和合規管理的高級管理人員的工作進行評價； |
| 7.1.8 | continuously monitor the use of proceeds from the global offering, as well as any other funds raised through The Stock Exchange of Hong Kong Limited (" Stock Exchange "), to ensure that such funds will not be used to finance or facilitate, directly or indirectly, activities or business with, or for the benefit of, the sanctioned countries, Russia (where certain sanctioned persons are located) or sanctioned persons named on lists of restricted parties maintained by the European Union, the United Nations, the U.S. or Australia, which are publicly available (the " SDN Lists ", such persons, " sanctioned persons "); | 持續監控全球發售所得款項以及透過香港聯合交易所有限公司 (" 聯交所 ") 籌集的任何其他資金，以確保這些資金不會直接或間接被用於資助或促進與任何受制裁國家，俄羅斯（其中某些制裁人士的所在）或在歐盟、聯合國、美國或澳大利亞維護的受限制方清單上的人士（" 特別指定國民清單 "，該等人士為" 受制裁人士 "）之間的活動或業務，或為其利益資助或促進有關活動或業務； |
| 7.1.9 | evaluate and advise on the risks involved in major decisions that need to be reviewed by the Board and solutions to the major risks; | 對需董事會審議的重大決策的風險和重大風險的解決方案進行評估並提出意見； |
| 7.1.10 | other matters as authorized by the Board ; | 董事會授權的其他事宜； |

- 7.1.11 make available its terms of reference, explaining the RMC's role and the authority delegated to it by the Board by including them on the respective websites of the Stock Exchange and the Company;
- 7.1.12 with the assistance of the Company's external professional adviser (if necessary), the internal audit team and the in-house legal team, prepare a list of sanctioned countries ("List") and provide a copy of the same to the sales team, and make available the SDN lists to the sales team;
- 7.1.13 with the assistance of the Company's external professional adviser (if necessary), regularly review and update the List and notify the sales team of any changes as soon as possible;
- 7.1.14 set up a policy for the sales team to deal with situation when they encounter any business with customers or potential customers from countries identified in the List or sanctioned persons;
- 7.1.15 review and approve information such as identity, nature of business, etc. relating to, and all relevant business transaction documentation from customers or potential customers from countries identified in the List or sanctioned persons, and check customers or potential customers against the SDN lists;
- 7.1.16 review and evaluate the effectiveness of the policy from time to time;
- 7.1.17 if necessary, arrange external counsel to provide training programs relating to the sanction laws and relevant personnel to assist them in evaluating the potential sanction risks in the Group's daily operations and if necessary, conduct training courses for the sales team so as to enable them to familiarize themselves with the reporting requirements whenever they encounter any business dealings from customers or potential customers from countries identified in the List or with sanctioned persons; and
- 在聯交所及本公司各自的網站公開其職權範圍，解釋險管會的角色及董事會授予其的權力；
- 於本公司的外聘專業顧問（如有需要）、內部審計部和內部法務部的協助下，準備受制裁國家名單（“名單”），並提供名單複印件給銷售團隊，以及向銷售團隊提供特別指定國民清單；
- 在本公司外聘專業顧問（如有需要）的協助下，定期檢討和更新名單，如有任何有關的變更應盡快通知銷售團隊；
- 就處理當遇到名單上標識的國家中的客戶或潛在客戶或受制裁人士的商業行為，為銷售團隊制定相關政策；
- 審查及批准所有名單上的國家中的客戶或潛在客戶或受制裁人士的包括身份，業務性質等信息及相關商業行為的文件，以及確認客戶或潛在客戶是否在特別指定國民清單上；
- 不時審查和評估政策的有效性；
- 如有需要，安排外聘法律顧問就有關制裁的相關法律向相關人員提供培訓以幫助他們評估集團日常業務中有關制裁的相關風險；及如有需要，舉辦培訓課程以令銷售團隊熟習當遇到名單上的國家中的客戶或潛在客戶或受制裁人士出現時的通報要求；和

7.1.18 review and evaluate the report prepared by the sales team before deciding whether the sales team should be allowed to continue to deal with customers or potential customers from countries identified in the List.

於決定銷售團隊是否應被允許繼續處理名單上的國家中的客戶或潛在客戶前，須審查及評估銷售團隊準備的報告。

8. Reporting Responsibilities

報告責任

8.1 The RMC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the RMC's ability to do so.

除非另有法律或其他法規限制險管會，險管會每次開會後，險管會主席應就險管會在其職責範圍內討論的一切事宜，向董事會提交正式的報告。

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

險管會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。

9. Authority

權力

9.1 The RMC is authorized to investigate any activity within its terms of reference and seek any information it reasonably requires from any employee of the Company in order to perform its duties.

險管會有權為履行職責調查任何在其權責範圍內之事宜而向本公司任何僱員合理地索取任何資料。

9.2 Where necessary, the RMC should seek independent professional advice, at the Company's expense, to perform its responsibilities.

險管會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

9.3 The Company should provide the RMC with sufficient resources to perform its duties.

本公司應向險管會提供充足資源以履行其職責。

10. Other

其他

10.1 The RMC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval.

險管會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。