

**JIANGNAN GROUP LIMITED**  
**江南集团有限公司**

**企业管治委员会权责范围及程序**  
**Terms of reference of**  
**the Corporate Governance Committee of the Board of Directors**

**Jiangnan Group Limited (“Company”)**  
**江南集团有限公司(“本公司”)**

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**Terms of reference of the Corporate Governance Committee (“CGC”)**  
**of the Board of Directors (“Board”) of the Company**  
**董事会(“董事会”) 企业管治委员会(“企管会”)**  
**权责范围及程序**

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- | <b>1.     <u>Membership</u></b> | <b><u>成员</u></b>  |  |
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| 1.1                             | The CGC shall comprise not less than three members to be appointed by the Board.  | 企管会成员由董事会委任，成员人数应不少于三位。  |
| 1.2                             | The Board shall appoint the chairman of the CGC. In the absence of the chairman of the CGC 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 CGC when it is dealing with the succession of chairmanship. | 企管会主席由董事会委任。如企管会主席或副主席未能出席会议，其他出席会议的成员应互选其中一人担任主席。为免生疑虑、当企管会开会讨论主席继任问题时，董事会主席不应担任该会议之主席。 |
| 1.3                             | Only members of the CGC have the right to attend the CGC meetings. However, any director, executive or other person may be invited to attend the meetings when the CGC considers that their attendance can assist it to discharge its duties.   | 只有企管会的成员方可出席企管会之会议。然而，若企管会议为任何董事、行政人员或其他人士可协助该会履行职责，则可邀请该等人士出席会议。                        |
| 1.4                             | Appointments to the CGC shall be for a period of up to three years (subject to extension).  | 企管会成员的任期最长应为三年(但可以连任)。   |
| 1.5                             | A CGC member may not appoint any alternate.   | 企管会成员不能委任代表。   |

- 2. Frequency and proceedings of meetings      会议次数及程序**
- 2.1 The CGC shall meet at least once a year and at such other times as the chairman of the CGC shall require.      企管会应至少每年开会一次，并按企管会主席要求的其他时间开会。
- 2.2 The quorum for meetings of the CGC shall be two directors. A duly convened meeting of the CGC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the CGC.      企管会会议的法定人数应为两位董事。正式召开而达到法定人数的企管会会议有权履行企管会获赋予的一切或任何授权、权力和酌情权。
- 2.3 CGC members may pass resolutions by way of written resolutions, but such must be passed by all CGC members in writing.      企管会成员可以书面决议方式通过任何决议，惟必须所有企管会成员书面同意。
- 3. Secretary      秘书**
- 3.1 The company secretary of the Company or his nominee shall act as the secretary of the CGC.      公司秘书或其代理人应担任企管会秘书。
- 4. Notice of Meetings      会议通告**
- 4.1 Meetings of the CGC shall be convened by the chairman of the CGC.      企管会的会议应由企管会主席召开。
- 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 CGC and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.      除非另有协议，否则载有会议地点、时间、日期及载有会议议题之议程的通告，应于开会日期之前最少14个工作天送交企管会各成员及其他需要出席会议的人士。补充文件应于开会之前最少3个工作天送交。

4.3 A CGC member may or, on the request of a CGC member, the secretary to the CGC shall, at any time summon a CGC meeting. Notice shall be given to each CGC 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 CGC member or in such other manner as the CGC members may from time to time determine.

任何企管会成员或企管会秘书(应企管会成员的请求时)可于任何时候召集企管会会议。召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他企管会成员不时议定的方式发出予各企管会成员(以该成员不时通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。

4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

任何口头会议通知应在切实可行范围内尽快及在会议召开前以书面方式确实。

## 5. Minutes of the Meetings

## 会议记录

5.1 Minutes of the CGC 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 CGC members for their comments and records within 14 working days after the meeting and unless there is a conflict of interest, to all other members of the Board.

企管会的会议记录应详细记录会议上审议的事项及所作出的决定, 包括会上提出的关注及相反意见。会议记录的初稿及最后定稿应于会议完成后14个工作日内供企管会所有成员传阅; 以供提出意见及作其他记录之用; 若无利益冲突, 亦应供董事会其余全部成员传阅。

5.2 The secretary of the CGC shall keep the minutes and resolutions passed at the CGC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

企管会秘书应保存企管会之会议记录及通过决议案之文件。除非有利益冲突, 否则任何董事可在提出合理通知后, 于任何合理时间内查阅上述文件。

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| 6.    | <b><u>Annual General Meeting</u></b>   | <b><u>股东周年大会</u></b>                  |
| 6.1   | The chairman of the CGC shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities of the CGC. | 企管会主席应出席本公司的股东周年大会，并准备回答股东有关企管会会议的问题。 |
| 7.    | <b><u>Duties</u></b>   | <b><u>责任</u></b>                      |
| 7.1   | The CGC shall:   | 企管会应:                                 |
| 7.1.1 | develop and review the Company's policies and practices on corporate governance and make recommendations to the Board  | 制定及检讨本公司的企业管治政策及常规，并向董事会提出建议；         |
| 7.1.2 | review and monitor the training and continuous professional development of directors and senior management of the Company and its subsidiaries;                    | 检讨及监察本公司及其子公司的董事及高级管理人员的培训及持续专业发展；    |
| 7.1.3 | review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;  | 检讨及监察本公司在遵守法律及监管规定方面的政策及常规；           |
| 7.1.4 | develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Company and its subsidiaries;          | 制定、检讨及监察本公司及其子公司的雇员及董事的操守准则及合规手册（如有）； |

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| 7.1.5 review the Company's compliance with the Code on Corporate Governance Practices in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (" <b>Listing Rules</b> ") and disclosure in the Corporate Governance Report; | 检讨本公司遵守香港联合交易所有限公司证券上市规则("上市规则")附录14的《企业管治守则》的情况及在《企业管治报告》内的披露; |
| 7.1.6 prepare the annual Corporate Governance Report for the Board's consideration and approval for disclosure; and  | 编制年度企业管治报告, 并提交董事会审议及批准予以披露; 及                                  |
| 7.1.7 do any such things to enable the CGC to discharge its powers and functions conferred on it by the Board.   | 采取任何行动使企管会可履行董事会赋予的权力及职能。                                       |

**8. Reporting Responsibilities**

**报告责任**

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| 8.1 The CGC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.  | 企管会每次开会后, 企管会主席应就企管会在其职责范围内讨论的一切事宜, 向董事会提交正式的报告。  |
| 8.2 The CGC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. | 企管会应就任何其职责范围内之事宜而认为需要采取的行动或作出的改善, 向董事会作出其认为合适的建议。 |

**9. Authority**

**权力**

- 9.1 The CGC is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties. 企管会有权为履行职责而向本公司任何雇员合理地索取任何资料。
- 9.2 Where necessary, the CGC should seek independent professional advice, at the Company's expense, to perform its responsibilities. 企管会履行职责时如有需要，应寻求独立专业意见，费用由本公司支付。
- 9.3 The Company should provide the CGC with sufficient resources to perform its duties. 本公司应向企管会提供充足资源以履行其职责。
- 10. Other 其他**
- 10.1 The CGC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 企管会应每年检讨其权责范围、表现及组织章程，并将其认为必要之修改提交董事会审批。

February 2012  
2012年2月