

KELFRED HOLDING LIMITED

恒發光學控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島成立的有限公司)

(Stock code: 1134)

(股份編號: 1134)

(the “Company” and “本公司”)

TERMS OF REFERENCE FOR THE RISK MANAGEMENT COMMITTEE

風險管理委員會的職權範圍

1. Constitution

The risk management committee (the “Committee”) is established pursuant to the resolutions of the board (the “Board”) of directors dated 22 June 2019.

1. 組成

本風險管理委員會(「委員會」)是按本公司董事會(「董事會」)於2019年6月22日決議通過成立的。

2. Membership

2.1 Members of the Committee shall be appointed by the Board.

2.2 The majority of the members of the Committee shall be independent non-executive directors (“INEDs”).

2.3 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.

2. 成員

2.1 委員會的成員須由董事會委任。

2.2 委員會的大部份成員必須為獨立非執行董事(「獨立非執行董事」)。

2.3 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。

3. Chairman

3.1 The chairman of the Committee shall be appointed by the Board and must be an INED.

3. 主席

3.1 委員會的主席須由本公司董事會委任，並必須由獨立非執行董事擔任。

4. Secretary

4.1 The company secretary of the Company (“**Company Secretary**”) shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

5. Proceedings of the Committee

Unless otherwise specified hereunder, the provisions contained in the Company’s Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

5.1 Quorum

5.1.1 The quorum for meetings of the Committee shall be any two members (at least one of whom should be an INED).

5.2 Frequency of meetings

5.2.1 The Committee shall hold at least twice regular meetings in a year. Additional meetings of the Committee may be held as and when required.

4. 秘書

4.1 委員會的秘書將由本公司秘書(「**公司秘書**」)出任。若公司秘書缺席，其委派代表或由委員會在會議上委任的人士，將可出席委員會會議及記錄會議紀錄。

5. 委員會會議的程序

除下文另有指明外，載列於本公司的組織章程細則(不時作出修訂)有關規範董事會會議的規定，亦適用於委員會的會議及其程序。

5.1 法定人數

5.1.1 委員會會議的開會法定人數為任何兩名成員(其中最少一位成員為獨立非執行董事)。

5.2 會議次數

5.2.1 委員會應每年召開至少兩次定期會議。委員會亦可在有需要時召開更多會議。

5.3 Attendance at meetings

5.3.1 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

5.3.2 The other directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a Committee member may attend meetings of the Committee from time to time where the Committee considers their presence necessary or appropriate to assist the Committee to perform its duties.

5.4 Notice of meetings

5.4.1 A meeting of the Committee may be convened by any of its members through the Company Secretary.

5.4.2 Unless otherwise agreed by all the members of the Committee, notice (containing details of the venue, time and date of the meeting) of at least 14 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.

5.3 出席會議

5.3.1 委員會成員可親自出席會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。

5.3.2 若委員會認為需要有關成員出席或其出席可適當的協助委員會執行它的職責，則其他董事、公司秘書（或其委派的代表）、人力資源部主管及相關高級管理人員及任何由一位委員會成員邀請的人士應不時出席委員會會議。

5.4 會議通告

5.4.1 委員會會議可通過公司秘書由任何一位成員召開。

5.4.2 除非委員會全體成員同意，召開委員會的定期會議的通知期應至少有14天（通知書內含會議地點、時間及日期）。至於其他委員會會議，應發出合理通知。

5.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

5.4.3 會議議程及相關文件應至少在會議舉行日期前三天(或由成員共同協定的其他時限)送交委員會全體成員及其他被邀出席會議的人士。

5.5 Minutes of meetings

5.5 會議紀錄

5.5.1 Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.

5.5.1 會議紀錄的初稿及最後定稿應在會議後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

5.5.2 Minutes of the Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

5.5.2 委員會開會後的完整會議紀錄應由公司秘書保存，並應在任何委員會或董事會成員發出合理通知時，公開有關會議紀錄供其在任何合理的時段查閱。

5.6 Written resolutions

5.6 書面決議案

5.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.

5.6.1 在不影響香港聯合交易所有限公司證券上市規則(「《上市規則》」)的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。

6. Responsibilities and Authorities of the Committee

Responsibilities and Authorities

The Committee shall:

- 6.1 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;
- 6.2 review and approve all relevant business transaction documentation from customers or potential customers from Sanctioned Countries and with Sanctioned Persons;
- 6.3 review the information (such as identity and nature of business) relating to the counterparty to the contract along with the draft business transaction documentation;
- 6.4 check the counterparty against the various lists of restricted parties and countries maintained by the United States of America, 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;

5. 委員會的責任及職權

責任及職權

本委員會須：

- 6.1 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；
- 6.2 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；
- 6.3 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；
- 6.4 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；

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| 6.5 | periodically review the Company’s internal control policies and procedures with respect to sanctions law matters; | 6.5 | 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； |
| 6.6 | set out guidelines for the Company to enhance the Company’s existing internal risk management functions; and | 6.6 | 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 |
| 6.7 | consider other topics as defined by the Board. | 6.7 | 考慮董事會議定的其他議題。 |

Resources

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

資源

6.8 委員會將獲得足夠的資源履行其職責，當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。

Definitions

6.9 “OFAC” means the Office of Foreign Assets Control of the Department of the Treasury of the United States of America.

定義

6.9 「OFAC」是指美國財政部的海外資產控制辦公室。

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

6.10 「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。

6.11 “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 United States of America, the European Union, the United Nations or Australia.

6.11 「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。

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

6.12 「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。

7. Reporting Responsibilities

7. 匯報責任

7.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7.1 委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

7.2 The Company will disclose details of any payable to members of senior management by the Company for risk management purpose in its annual report.

7.2 公司將在每年的業績報告中披露任何支付給高級管理人員的風險管理費用的具體細節。

8. Annual General Meeting

8. 股東周年大會

8.1 The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee’s work and responsibilities.

8.1 委員會主席應出席股東周年大會（若委員會主席未能出席，則委員會的另一名成員出席，或如該名成員未能出席，則由其適當委任的代表出席），並於會上回答有關委員會的工作及責任的提問。

9. Amendments to Terms and Availability of Terms

9. 修訂條例和可用性條款

9.1 The Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.

9.1 委員會應不時檢討本身的表現、結構及職權範圍，以確保其有效運作及建議任何修改給董事會批准。

9.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.

9.3 The Committee shall make available these terms by publishing them on the websites of the Stock Exchange of Hong Kong Limited and the Company.

9.2 董事會應不時檢討委員會的條款並考慮其運作及對公司管治的貢獻，以及有關上市規則的修改。

8.3 委員會應在香港交易及結算所有限公司及本公司的網站上公佈此等條款。

Adopted by the Company on 22 June 2019
本公司於2019年6月22日通過

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。