

**Expert Systems Holdings Limited**

思博系統控股有限公司

企業管治委員會權責範圍及程序

**Terms of reference of**

**the Corporate Governance Committee of the Board of Directors**

**Expert Systems Holdings Limited**  
**思博系統控股有限公司**  
**(“Company”)(“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**

**董事會（“董事會”）企業管治委員會（“企管會”）  
權責範圍及程序**

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

**1. Membership**

**成員**

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| 1.1 | The CGC shall comprise not less than three members of the Board to be appointed by the Board.   | 企管會成員由董事會從董事會成員中委任，成員人數應不少於三位。                                    |
| 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.  | 企管會主席由董事會委任。如企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。                |
| 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. | 只有企管會的成員方可出席企管會之會議。然而，若企管會認為任何董事、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**

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| 2.1 | The CGC shall meet at least once a year. | 企管會應至少每年開會一次。 |
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- 2.2 The quorum for meetings of the CGC shall be two members. 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. 企管會會議的法定人數應為兩名委員。正式召開而達到法定人數的企管會會議有權履行企管會獲賦予的一切或任何授權、權力和酌情權。
- 2.3 CGC members may pass resolutions by way of written resolutions, but such must be passed by all CGC members in writing. 企管會成員可以書面決議方式通過任何決議，惟必須所有企管會成員書面同意。
- 3. Secretary** **秘書**
- 3.1 The company secretary of the Company or his/her nominee shall act as the secretary of the CGC. 公司秘書或其代理人應擔任企管會秘書。
- 4. Notice of Meetings** **會議通告**
- 4.1 Meetings of the CGC shall be convened by the chairman of the CGC. 企管會的會議應由企管會主席召開。
- 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 CGC and any other person required to attend at least three working days before the intended meeting date. 除非另有協定，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企管會各成員及其他需要出席會議的人士。
- 4.3 Any 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. 任何企管會成員或企管會秘書（應企管會成員的請求時）可於任何時候召集企管會會議。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、傳真或其他企管會成員不時議定的方式發出予各企管會成員（以該成員不時通知秘書的電話號碼、傳真號碼、位址或電子郵箱位址為準）。
- 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儘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 CGC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Within a reasonable time after the meeting, (i) draft versions of minutes of the meetings should be sent to all CGC members for their comment, and (ii) the final version of the minutes of the meetings should be sent to, all CGC members for their records and, unless there is a conflict of interest, to all other members of the Board for their information.

GEM LR  
App 15  
A.1.5

5.2 The secretary of the CGC shall keep the minutes and resolutions passed at the CGC 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.

GEM LR  
App 15  
A.1.4

## 6. Annual General Meeting

6.1 The chairman of the CGC 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 CGC.

## 7. Duties

7.1 The CGC shall:

7.1.1 develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

7.1.2 review and monitor the training and continuous professional development of directors and senior management of the Company and its subsidiaries;

7.1.3 review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

GEM LR  
App 15  
D.3.1(a)

GEM LR  
App 15  
D.3.1(b)

GEM LR  
App 15  
D.3.1(c)

## 會議記錄

企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。於會議完成後的一段合理時間內,(i)會議記錄的初稿應供企管會所有成員傳閱,以供提出意見,及(ii)會議記錄的最後定稿應供企管會所有成員傳閱,以供作其紀錄之用及若無利益衝突,亦應供董事會其餘全部成員傳閱,以供參考。

企管會秘書應保存企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事前通知後,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

企管會主席應出席(若企管會主席未克出席,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企管會事務及職責的問題。

## 責任

企管會應:

制定及檢討本公司的企業管治政策及常規,並向董事會提出建議;

檢討及監察本公司及其子公司的董事及高級管理人員的培訓及持續專業發展;

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;

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、檢討及監察本公司及其子公司的僱員及董事的操守準則及合規手冊(如有);

7.1.5 review the Company's compliance with the Corporate Governance Code in Appendix 15 to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules") and disclosure in the Corporate Governance Report;

檢討本公司遵守香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)附錄15的《企業管治守則》的情況及在《企業管治報告》內的披露;

7.1.6 prepare the annual Corporate Governance Report for the Board's consideration and approval for disclosure;

編制年度企業管治報告,並提交董事會審議及批准予以披露;

7.1.7 do any such things to enable the CGC to discharge its powers and functions conferred on it by the Board; and

採取任何行動使企管會可履行董事會賦予的權力及職能; 及

7.1.8 make available its terms of reference, explaining the CGC's role and the authority delegated to it by the Board by including them on the respective websites of the GEM of The Stock Exchange of Hong Kong Limited and the Company.

在香港聯合交易所有限公司GEM及本公司各自的網站公開其職權範圍,解釋企管會的角色及董事會授予其的權力。

## 8. Reporting Responsibilities

## 報告責任

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, unless there are legal or other regulatory restrictions on the CGC's ability to do so.

除非另有法律或其他法規限制企管會的職能外,企管會每次開會後,企管會主席應就企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 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。

8.3 The CGC shall provide to the Board all the information set out in paragraph L of Appendix 15 to the GEM Listing Rules, to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 15.

企管會應向董事會提供GEM上市規則附錄15第L段所述的一切資料,方便公司在年報內編制企業管治報告,以符合該附錄15的規定。

**9. Authority**

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

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

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

**10. Other**

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.

**權力**

企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。

企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。

本公司應向企管會提供充足資源以履行其職責。

**其他**

企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。