

**WINDMILL Group Limited**  
(海鑫集團有限公司)  
(Incorporated in the Cayman Islands with limited liability)  
(the “Company”)

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**Terms of reference of the Corporate Governance Functions  
of the Board of Directors (“Board”) of the Company**  
**董事會(“董事會”)**  
**企業管治職能的職權範圍**

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*(In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.)*

*(如中、英文兩個版本有任何抵觸或不相符之處，應以英文版本為準)*

**1. Authority of the Board**

**董事會的權力**

1.1 The Board may at the expense of the Company exercise the following powers and authorities in relation to **Corporate Governance Functions** (as defined in **paragraph 2.2** below):

董事會可以行使關於下述第 2.2 段所定義的「企業管治職能」以下權力及權限，費用由本公司支付：

(1) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “Group”) and any professional advisers in order to perform the **Corporate Governance Functions**, to require any of them to prepare and submit reports and to attend Board meetings and to supply information and address the questions raised by the Board;

(1) 要求本公司及其任何附屬公司(合稱“本集團”)的任何僱員及專業顧問，提供董事會為執行「企業管治職能」而需要的任何資料，並提交報告、出席董事會會議及提供所需資料及解答有關問題；

(2) to obtain outside independent legal or other professional advice on or assistance to any matters within these terms of reference, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;

(2) 按照本職權範圍就相關事項向外界尋求獨立法律或其他專業意見。如董事會需要，可邀請具備相關經驗及專業才能的外界人士出席其會議；

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| <p>(3) have full authority to commission any search, report and survey which it deems necessary to help in the performance of the <b>Corporate Governance Functions</b>;</p>   | <p>(3) 有權進行其認為適當的調查、報告及檢查、以履行「<b>企業管治職能</b>」;</p>   |
| <p>(4) to be provided with and to have access to sufficient resources in order to discharge the <b>Corporate Governance Functions</b>;</p>   | <p>(4) 獲供給充足和取得足夠的資源以履行「<b>企業管治職能</b>」;</p>   |
| <p>(5) to review annually these terms of reference and their effectiveness in the discharge of the <b>Corporate Governance Functions</b> and to make changes it considers necessary;</p>   | <p>(5) 每年檢討本職權範圍條款及本職權範圍對履行「<b>企業管治職能</b>」的有效性，並採取其認為有需要的修訂；</p>                            |
| <p>(6) to delegate all or any of the <b>Corporate Governance Functions</b> to one or more committees of the Board on and subject to such terms of delegation as the Board considers appropriate <b>provided that</b> no delegation shall be made in respect of the power of the Board to delegate under this <b>sub-paragraph (6)</b>; and</p> | <p>(6) 按董事會認為合適的轉授條款，轉授全部或部份「<b>企業管治職能</b>」予一個或以上的董事會委員會。但董事會不得轉授本第(6)分段授予董事會的轉授職能的權力；及</p> |
| <p>(7) to do all such things as the Board considers necessary and expedient from time to time for the proper discharge of the <b>Corporate Governance Functions</b>.</p>   | <p>(7) 從事董事會不時認為有需要及得當的事宜，以能適當地履行「<b>企業管治職能</b>」。</p>                                       |

1.2 The Company shall provide the Board with sufficient resources to enable the Board to perform the **Corporate Governance Functions**. Where necessary, the Board should seek independent professional advice, at the Company's expense, to perform the **Corporate Governance Functions**.

本公司應向董事會提供充足的資源以使董事會可履行「**企業管治職能**」。董事會履行「**企業管治職能**」時如有需要，應尋求獨立專業意見，費用由本公司支付。

2. **Corporate Governance Functions**

**企業管治職能**

2.1 The Board shall keep the effectiveness of the corporate governance and system of internal non-financial controls of the Group. The Board shall introduce and propose relevant principles concerning corporate governance and to review and determine the corporate governance policy, so as to enhance and to ensure a high standard of corporate governance practices in the Group.

董事會應保持本集團企業管治和本集團的非財務性的內部控制制度的有效性。董事會應引入，並提出關於企業管治的有關原則和審查並確定企業管治政策，從而提高和確保本集團達到企業管治常規的高標準實踐。

2.2 The corporate governance functions (the “**Corporate Governance Functions**”) to be performed by the Board shall be:

董事會需覆行以下的企業管治職能（「**企業管治職能**」）：

(1) to develop and review the Group’s policies and practices on corporate governance;

(1) 制定及檢討本集團的企業管治政策及常規；

(2) to review and approve the annual corporate governance report and related disclosures in the annual and interim reports of the Group and to ensure compliance with relevant requirements under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) or the rules of any other stock exchange in respect of which the securities of the Company are listed or quoted, or other laws, regulations, rules and codes as may be applicable to the Group (the “**Applicable Laws**”);

(2) 審查和批准本集團的年度企業管治報告和本集團年報及中期報告中的相關披露及確保本集團遵守香港聯合交易所有限公司創業板證券上市規則（「**創業板上市規則**」）或本公司之證券上市或報價的任何其他證券交易所的規則、或適用於本集團的其他法律、法規、規則和守則（“**適用法律**”）；

(3) to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant internal controls systems, processes and policies, and in particular to monitor the implementation of the Group’s plans to maintain high compliance with its own risk management standards;

(3) 確保本集團有適當的監測系統以確保有關內部控制系統、程序和政策規定被遵循，特別是監察本集團嚴格實施對維持自身風險管理標準的計劃；

A15, A.2.1	<p>(4) to monitor each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee (or such other Board committee from time to time established) to ensure that each has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the <b>GEM Listing Rules</b> and any Applicable Laws;</p>	<p>(4) 監察審計委員會、薪酬委員會、提名委員會及風險管理委員會(或董事會不時成立之其他董事會委員會)已按照各自的職權範圍,《創業板上市規則》及任何適用的法律正式履行各自的職責和義務;</p>
A15, D.1.2	<p>(5) (if considered necessary) to monitor proper segregation of duties between the Chairman and the chief executive officer of the Group;</p> <p>(6) to develop and formalise the functions reserved to the Board and those to be delegated by the Board to the management of the Group, and to review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group;</p>	<p>(5) 監察本集團主席及行政總裁之間職責適當的區分;</p> <p>(6) 制定及規範那些保留予董事會的職能及那些轉授予本集團管理層的職能,並定期檢討以確保有關安排符合本集團的需要;</p>
A15, E.1.4	<p>(7) to review and monitor the Group's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determine the form and content of any required disclosure;</p> <p>(8) to review and monitor the Group's communication policy with its shareholders to ensure a high degree of transparency and that the shareholders are informed of relevant information on a regular basis thus allowing them to evaluate the Group's performance and prospects;</p>	<p>(7) 檢討及監察集團的披露過程,包括評估和核實內幕消息的準確性和重要性,並確定任何需要披露的形式和內容;</p> <p>(8) 檢討及監察本集團與股東的通訊政策,以確保高透明度及使股東們能定期得到關於評估本集團的業績和前景的基礎的信息;</p>

A15, D.3.1(c)	(9) to review and monitor the Group's policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board or contained in any constitutional documents of the Group or imposed by the <b>GEM Listing Rules</b> , the Applicable Laws and other applicable organisational governance standards;	(9) 檢討及監察本集團在遵守任何由董事會所制定、或載於本集團的任何憲制性文件、或根據《 <b>創業板上市規則</b> 》、適用法律或其他適用的企業管治標準下所規定的任何要求，指引和規定方面的政策及常規；
A15, D.3.1(b)	(10) to review and monitor the training and continuous professional development of directors and senior management of the Group;	(10) 檢討及監察本集團董事及高級管理人員的培訓及持續專業發展；
A15, D.3.1(d)	(11) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the Group;	(11) 制定、檢討及監察本集團僱員及董事的操守準則及合規手冊(如有)；
A15, D.3.1(e)	(12) to review the Group's compliance with the corporate governance code from time to time adopted by the Group and the disclosure in the corporate governance report to be contained in the Company's annual reports; and	(12) 檢討本集團遵守其不時採納的企業管治守則的情況及在本公司年報中所刊載的企業管治報告內的披露；及
	(13) to review from time to time as appropriate these terms of reference and the effectiveness of the Board in the discharge of the <b>Corporate Governance Functions</b> and to make any necessary changes.	(13) 不時檢討本職權範圍和董事會履行「 <b>企業管治職能</b> 」的有效性，並採取任何必要的變更。

3. Continuing application of the articles of association of the Company

本公司章程的持續適用

3.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Board in relation to **Corporate Governance Functions**.

#### **4. Powers of the Board**

4.1 The Board may, subject to compliance with the articles of association of the Company and the **GEM Listing Rules** (including the **Corporate Governance Code** set out in **Appendix 15** to the **GEM Listing Rules** or if adopted by the Company, the Company's own corporate governance code), amend, supplement and revoke these terms of reference and any resolution passed by the Board provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Board shall invalidate any prior act and resolution of the Board which would have been valid if such terms of reference or resolution had not been amended or revoked.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於董事會關於「企業管治職能」的會議程序。

#### **董事會權力**

本職權範圍所有規則及董事會通過的決議，可以由董事會在不違反本公司章程及《創業板上市規則》的前提下(包括《創業板上市規則》之附錄十五《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，董事會已經通過的決議或已採取的行動的有效性。

Adopted on 27 March 2017  
於 2017 年 3 月 27 日 採 納