



美捷滙控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1389)

(the “**Company**”, together with its subsidiaries, the “**Group**”)

TERMS OF REFERENCE FOR THE BOARD ON CORPORATE GOVERNANCE FUNCTIONS

Corporate Governance Duties

- 1.1 The board of directors of the Company (the “**Board**”) shall keep the effectiveness of the corporate governance and systems of internal control and risk management 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 practice in the Group.
- 1.2 The Board shall discharge the Corporate Governance Duties set out below by itself or by delegation of all or any of such duties to one or more committees of the Board on and subject to such terms of delegation as the Board considers appropriate.
- 1.3 The Board, in performing the Corporate Governance Duties (as defined below), shall take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- 1.4 The corporate governance duties of the Board (the “**Corporate Governance Duties**”) shall be, inter alia, to:
 - (a) develop and review the Company’s policies and practices on corporate governance;
 - (b) review and monitor the training and continuous professional development of directors and senior management;
 - (c) review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
 - (d) review and monitor the Company’s risk management policies and standards, internal control system and the environmental, social and governance (“**ESG**”) policies and guidelines and the compliance thereof;
 - (e) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors of the members of the Group;

* *For identification purpose only*

- (f) monitor each of the Company's Audit Committee, the Remuneration Committee and the Nomination 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 Listing Rules and any applicable laws and regulations; and
 - (g) review the Company's compliance with the Corporate Governance Code (Appendix 14 to the Listing Rules) and the ESG Reporting Guide (Appendix 27 to the Listing Rules) and disclosure in the Company's Corporate Governance Report and the ESG Report as required under the Listing Rules.
- 1.5 The Board is entitled to seek further information and documentation from the management on the matters to be discussed at Board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense.
- 1.6 These terms of reference and their effectiveness shall be reviewed by the Board annually. These terms of reference may be revised by the Board in such manner as it considers necessary and appropriate.

(Published on 12 July 2022)

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