

**Huisen Household International Group Limited**  
**匯森家居國際集團有限公司**

**董事會企業管治委員會職權範圍**  
**Terms of reference of**  
**the Corporate Governance Committee of the Board of Directors**

**Huisen Household International Group Limited**  
**匯森家居國際集團有限公司**  
(the “Company”)  
(「本公司」)

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**Terms of reference of the Corporate Governance Committee (the “Committee”)  
of the Board (the “Board”) of Directors (the “Directors”) of the Company**  
**董事(「董事」)會(「董事會」)企業管治委員會(「委員會」)**  
**權責範圍及程序**

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(中文本為翻譯稿，僅供參考用)

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| <b>1. Constitution</b>  | <b>組成</b>  |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 2 December 2020.   | 本委員會是按本公司董事會於2020年12月2日會議通過成立的。                    |
| <b>2. Membership</b>  | <b>成員</b>  |
| 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors of the Company. | 委員會成員由董事會從董事會成員中挑選，委員會人數最少3名，而大部份之成員須為本公司的獨立非執行董事。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board.  | 委員會主席由董事會委任。                                       |

2.3 The company secretary of the Company shall be the secretary of the Committee. If the Company has more than one company secretary at the material time, any of the company secretaries of the Company may act as the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。如本公司有超過一名公司秘書，則任何一名公司秘書均可擔任委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

### 3. Procedural Standing Orders

### 議事程序規則

3.1 The Standing Orders which from time to time apply to the terms of reference of the Audit Committee of the Board shall apply *mutatis mutandis* to these terms of reference of the Committee.

不時適用於董事會審核委員會職權範圍之議事程序規則，(在細節上作必要的變更後)應適用於此份職權範圍。

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

每年最少開會一次或更多(若有所需)。

### 4. Alternate Committee members

### 委任代表

4.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

## 5. Authority of the Committee

## 委員會的權力

5.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

- (a) 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 its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (a) 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，提供委員會為執行其職責而需要的任何資料，準備並提交報告、出席委員會會議及提供所需資料及解答委員會提出的問題；
- (b) to obtain, at the Company’s expenses, outside legal or other independent 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. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties at the expenses of the Company;
- (b) 如果認為有必要，按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見及協助，及確保有關經驗和專業知識的外界人士出席委員會會議，費用均由本公司支付。委員會有權要求制定其認為適當的報告、進行調查、及取得充足資源以履行其職責，費用均由本公司支付；
- (c) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (c) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及

- (d) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged; and
- (d) 為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及得當的權力；及
- (e) to delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate and in the best interests of the Group.
- (e) 如委員會認為合適及符合本集團的最佳利益的話，轉授其權力予下屬小組委員會或委員會主席。

5.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

本公司應向委員會提供充足資源以履行其職責。委員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。

## 6. Duties

## 委員會的職責

6.1 The Committee shall keep the effectiveness of the corporate governance and system of internal non-financial controls of the Group. The Committee 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.

委員會應保持本集團的企業管治及非財務類內部監控制度的有效性。委員會應引入並提出關於企業管治的適用原則及審查並確定企業管治政策，從而提高和確保本集團的企業管治常規能達到高標準

- 6.2 Regarding 6.1 above, the duties of the Committee shall include the following aspects:
- 就上述6.1項而言，委員會的職責應包括以下方面：
- (a) to develop and review the Group’s policies and practices on corporate governance and to make recommendations to the Board;
  - (a) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；
  - (b) to review and approve the annual corporate governance report and related disclosures in the annual and interim reports of the Group and ensuring compliance with relevant requirements under the 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**”);
  - (b) 審查和批准年度企業管治報告和本集團的年報及中期報告中相關披露及確保遵守上市規則或任何其他本公司之證券於其上市或報價的證券交易所的規則、或適用於本集團的其他法律、法規、規則和守則（「**適用法律**」）；
  - (c) 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;
  - (c) 確保本集團有適當的監測系統以確保有關內部控制系統、過程和政策規定被遵循，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；
  - (d) to monitor each of the remuneration committee and nomination committee has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the Listing Rules and any Applicable Laws;
  - (d) 監察薪酬委員會及提名委員會已按照各自的職權範圍，上市規則及任何適用法律正式履行各自的職責和義務；

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| <p>(e) to monitor proper segregation of duties between the chairman and the chief executive officer of the Group;</p>   | <p>(e) 監察本集團主席及行政總裁之間職責適當的區分；</p>                                    |
| <p>(f) 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>(f) 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，並就此作出定期檢討以確保有關安排符合本集團的需要；</p> |
| <p>(g) to review and monitor the Group's process of disclosure, including assessing and verifying the accuracy and materiality of price-sensitive information and determine the form and content of any required disclosure;</p>  | <p>(g) 檢討及監察集團的披露過程，包括評估和核實股價敏感資料的準確性和重要性，並確定任何需要披露的形式和內容；</p>       |
| <p>(h) 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>(h) 檢討及監察本集團與股東的通信政策，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>    |

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| <p>(i) 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 Listing Rules, the Applicable Laws and other applicable organizational governance standards;</p> | <p>(i) 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、或根據上市規則、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；</p> |
| <p>(j) to review and monitor the training and continuous professional development of Directors and senior management of the Group;</p>  | <p>(j) 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；</p>   |
| <p>(k) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group;</p>  | <p>(k) 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)；</p>  |
| <p>(l) 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;</p>  | <p>(l) 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；</p>  |



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| (m) to review from time to time as appropriate these terms of reference and the effectiveness of the Committee and recommend to the Board any necessary changes; | (m) 不時檢討本職權範圍及委員會的有效性，向董事會建議任何必要的變更； |
| (n) to do any such things to enable the Committee to discharge its duties conferred on it by the Board from time to time;  | (n) 作出可確保委員會能夠履行董事會不時指示的職責的相關行動；     |
| (o) to address and deal with such other matters as may be delegated by the Board to the Committee; and   | (o) 解決和處理可能由董事會交予委員會的其他事項；及          |
| (p) to report to the Board on the matters set out above.   | (p) 就上述事宜向董事會彙報。                     |

**7. Continuing application of the articles of association of the Company**

**本公司組織章程的持續適用**

7.1 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 Committee.

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，適用於委員會的會議程序。

## 8. Powers of the Board

## 董事會權力

8.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及聯交所上市規則的前提下(包括上市規則之附錄十四《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，委員會已經通過的決議或已採取的行動的有效性。

## 9. Publication of the terms of reference of the Committee

## 委員會職權範圍的刊登

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 2 December 2020

於2020年12月2日採納