



萬城
MILLION CITIES

萬城控股有限公司
MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liabilities)

(於開曼群島註冊成立的有限公司)

(Stock Code: 2892)

(股份代號：2892)

(the “Company”)

(「本公司」)

Terms of reference of the Executive Committee (the “Committee”) of the Board (the “Board”) of Directors (the “Directors”) of the Company
本公司董事（「董事」）會（「董事會」）執行委員會（「委員會」）職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

1. 組成

1.1 The Board of directors hereby constitutes and establishes Committee with authority, responsibility, and specific duties as described in this Committee Terms of Reference (the “Terms of Reference”).

1.1 本公司董事會委員會，其職權、責任及具體職責於本委員會職權範圍書（「職權範圍書」）詳述。

2. Membership

2. 成員

2.1 Members of the Committee (“Members”) shall comprise all executive directors of the Company.

2.1 委員會成員（「委員」）將由本公司全體執行董事組成。

2.2 The Chairman of the Committee shall be appointed by the Board.

2.2 委員會主席須由董事會委任。

2.3 A Member who ceases to be an executive director of the Company shall immediately and automatically cease to be a Member.

2.3 不再擔任本公司執行董事的委員將即時自動不再擔任委員。

3. Secretary

3. 秘書

3.1 The Company Secretary shall be the secretary of the Committee.

3.1 公司秘書將擔任委員會秘書。

3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

3.2 委員會可不時委任任何其他具備合適資格及經驗的人士作為委員會秘書。

4. Meetings

4. 會議

4.1 The Committee shall meet as and when it is necessary. Any one Member may request the secretary of the Committee to convene a meeting.

4.1 委員會將於有需要時舉行會議。任何一名委員可要求委員會秘書召開會議。

4.2 Unless otherwise waived by all Members, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no later than 3 days before the date of the meeting.

4.2 除非全體委員另行豁免，否則確定每次會議地點、時間及日期連同將予討論事項的議程的通知須不遲於會議日期前 3 天送交各委員。

4.3 Meetings could be held in person, by telephone or by video conference.

4.3 會議可以親身出席、採用電話或視像會議的方式舉行。

4.4 The quorum of the Committee shall be any three Members provided that notice of Meeting has been given to all Members. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members of the Committee present. In case of any equality of votes, the Chairman of the Committee shall have a casting vote.

4.5 Subject to compliance with the Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”) and the applicable laws and regulations, a resolution in writing signed by all the Members of the Committee for the time being shall be as valid and effectual as a resolution of the Committee passed at a meeting duly convened, held and constituted.

4.6 The Secretary shall minute the resolutions passed at all Committee meetings.

5. Authority

5.1 The Committee is authorized by the Board to:

- (a) review any activity within its terms of reference, including but not limited to marketing, finance and operations;
- (b) on behalf of the Board, to exercise the powers of the Board to require the provision of and explanations from the employees and business partners of the Company and its subsidiaries (the “Group”) as such Members consider necessary

4.4 委員會的法定人數將為任職委員三名，前提為全體委員。何三名委員已發送予全體委員。通函委員會於任何會議的決議案須獲與會的委員以大多數票通過。倘票數均等，委員會主席可投決定性一票。

4.5 在遵守經不時修訂的香港聯合交易所有限公司證券上市規則（「上市規則」）以及適用法律及法規的情況下，由當時的全體委員會成員簽署的書面決議案將為有效及具有效力，猶如於正式召開、舉行及組成的會議獲通過的委員會決議案。

4.6 秘書將記錄於所有委員會會議通過的決議案。

5. 權限

5.1 委員會獲董事會授權：

- (a) 於其職權範圍內審閱任何活動，包括但不限於市場推廣、財務及業務營運；
- (b) 代表董事會行使董事會權力，在有關委員認為對履行委員會職責屬必要或合宜的情況下，要求本公司及其附屬公司（「本集團」）僱員及

or desirable to fulfill the duties of the Committee; and

業務夥伴提供資料及解釋；及

- (c) engage, for and on behalf of the Company, external legal or independent professional advice to assist the Committee in their work; and such advisors may attend Committee meetings as such Committee considers necessary or desirable.

- (c) 代表本公司獲取外界法律或獨立專業意見，以協助委員會執行其職務，而有關顧問可在有關委員會認為必要或合宜的情況下出席委員會會議。

6. Duties

6. 職責

6.1 The duties of the Committee shall be:

6.1 委員會職責為：

- (a) to discuss and make decisions on matters relating to the day to day management and operations of the Group;
- (b) to evaluate, determine, and approve the Company's short-term and long-term funding requirements, taking into account the funding costs, gearing ratios and cashflow projections (“financial/treasury planning”) and to form and present the appropriate financial/treasury planning strategy to the Board for approval;
- (c) to monitor and oversee the financial and operational performance of the Group;
- (d) to review, assess, negotiate and agree the required banking facilities in accordance with the financial/treasury plan approved by the Board, to approve the authorized signatories and their respective signing limits, and

- (a) 討論與本集團日常管理及營運有關的事宜，並就此作出決定；
- (b) 經計及資金成本、槓桿比率及現金流量預測（「財務／庫務規劃」）後評估、釐定及批准本公司短期及長期資金需求，並制定及向董事會提呈合適財務／庫務規劃策略以供批准；
- (c) 監察及監督本集團財務及營運表現；
- (d) 根據經董事會批准的財務／庫務規劃審閱、評估、磋商及協定所需銀行融資，批准授權簽署人及彼等各自的簽署限額，並授權執行董事代表本公司簽立相關銀行

- authorize the executive director(s) to execute relevant banking documents for and on behalf of the Company including but not limited to those for the banking facilities; for the opening/closing of bank accounts maintained with any local or offshore banks; and/or for the change of the authorized signatories and their operating limits (if any);
- (e) to assess and make recommendations to the Board on major acquisitions of or investments in business or projects;
- (f) to assess and approve the remuneration for employees of the Group, other than those for directors and/or senior management which require the approval of Remuneration Committee and the Board;
- (g) to assume such other responsibilities as from time to time may be delegated by the Board;
- (h) to undertake the role of Risk Management within the Company and to minimize or mitigate major risks to the operations of the Group, including but not limited to those risks relating to business, operations, finance (interest rates, currency, and credit), liquidity, reputation, environment, natural disasters, political, corporate governance and compliance, etc.; to evaluate the Risk Appetite (maximum amount of risk bearable by the Group) under each major Risk category and either take
- 文件，包括但不限於有關銀行融資、開立／取消在任何地方或離岸銀行開設的銀行賬戶及／或更換授權簽署人及其操作限額（如有）的文件；
- (e) 評估主要收購或於業務或項目上的投資，並就此向董事會提供建議；
- (f) 評估及批准本集團僱員的薪酬，惟董事及／或高級管理層除外，彼等的薪酬須獲薪酬委員會及董事會批准；
- (g) 承擔董事會可能不時轉授的其他責任；
- (h) 於本公司內擔當風險管理角色，盡量降低或減輕本集團業務營運的主要風險，包括但不限於有關業務、營運、財務（利率、貨幣及信貸）、流動資金、聲譽、環境、自然災害、政治、企業管治及合規等的風險；評估各主要風險類別項下的風險胃納（即本集團可承受的最高風險水平），並採取風險減輕行動或向董事會或董事

mitigating actions or recommend such mitigating actions to the Board or any other committee of the Board (as appropriate) for approval.

會轄下任何其他委員會（如適用）建議有關風險減輕行動以供批准。

7. General

- 7.1 Any amendment or supplement to this Terms of Reference must be approved by the Board.
- 7.2 For such period and at such frequencies as the Board may determine, copies of the minutes of the Committee shall be circulated to the Board for their information.
- 7.3 The Terms of Reference will be posted on the website of the Company and that of the Stock Exchange. A copy of the Terms of Reference will be made available upon request.

7. 一般事項

- 7.1 本職權範圍書的任何修訂或補充必須獲董事會批准。
- 7.2 根據董事會可能釐定的期間及頻密程度，委員會會議記錄文本將交予董事會傳閱以供彼等參考。
- 7.3 職權範圍書將登載於本公司及聯交所網站。職權範圍書文本可應要求查閱。

Adopted on 3 June 2019

於2019年6月3日採納