

Tokyo Chuo Auction Holdings Limited

東京中央拍賣控股有限公司

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

Tokyo Chuo Auction Holdings Limited

東京中央拍賣控股有限公司
(the “Company” and “本公司”)

**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**

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 13 September 2018.

本委員會是按本公司董事會於 2018 年 9 月 13 日會議通過成立的。

2. Membership

成員

- 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. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Note: Regular board meetings should be called by at least 14 days' notice. For all other board meetings, reasonable notice shall be given: cf: paragraphs A.1.3 and Appendix 14 of the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"))

- (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee 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 Committee member or in such other manner as the Committee members may from time to time determine.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

會議程序

會議通知：

- (a) 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。該通知應發給所有委員會會員及其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將構成放棄該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開為理由為目的，出席以表達反對會議處理任何事項。

(註：根據香港聯合交易所("聯交所")證券上市規則("上市規則")(附錄十四第A1.3段及的規定，召開董事會定期會議應發出至少14天通知。至於召開其他所有董事會會議，應發出合理通知)

- (b) 任何委員會成員或委員會秘書(應董事的請求時)可於任何時候召集董事會議。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、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。
- (c) 口頭會議通知應儘快(及在會議召開前)以書面方式確實。

- (d) Notice of meeting shall state the purpose, time and place of the meeting. An agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting should generally be delivered to all Committee members seven days (and in any event not less than 3 days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).
- (d) 會議通告必須說明開會目的、時間和地點。議程及隨附各成員可能要求為開會目的而審閱的文件一般在預期召開委員會會議前 7 天（無論如何不少於 3 天）（或經所有委員同意的其他時段）送達各成員參閱。
- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee. **法定人數:** 委員會會議法定人數為兩位成員。
- 3.3 **Frequency:** Meetings shall be held at least once a year or more frequently if circumstances require. **開會次數:** 每年最少開會一次，或如果情況需要，次數更為頻密。
- 3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. 會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。
- 4. Written resolutions** **書面決議**
- 4.1 A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members. 經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。
- 5. Alternate Committee members** **委任代表**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。
- 6. Authority of the Committee** **委員會的權力**
- 6.1 The Committee may exercise the following powers: 委員會可以行使以下權力：

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| <p>(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;</p> | <p>(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；</p> |
| <p>(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;</p> | <p>(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；</p> |
| <p>(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</p> | <p>(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</p> |
| <p>(d) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged; and</p> | <p>(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</p> |
| <p>(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.</p> | <p>(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。</p> |

6.2 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。

7. Duties

委員會的職責

- 7.1 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.
- 7.2 Regarding 7.1 above, the duties of the Committee shall include the following aspects:
- (a) to develop and review the Group’s policies and practices on corporate governance and to make recommendations to the Board;
- (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**”);
- (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;
- (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;
- (e) to monitor proper segregation of duties between the chairman and the chief executive officer of 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
- 就上述 7.1 項而言，委員會的職責應包括以下方面：
- (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) 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) 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) 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；
- (e) 監察本集團主席及行政總裁之間職責適當的區分；

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| (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; | (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； |
| (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; | (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； |
| (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; | (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； |
| (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; | (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； |
| (j) to review and monitor the training and continuous professional development of Directors and senior management of the Group; | (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； |
| (k) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group; | (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)； |
| (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; | (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； |

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| <p>(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;</p> | <p>(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；</p> |
| <p>(n) to do any such things to enable the Committee to discharge its duties conferred on it by the Board from time to time;</p> | <p>(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；</p> |
| <p>(o) to address and deal with such other matters as may be delegated by the Board to the Committee; and</p> | <p>(o) 解決和處理可能由董事會交予委員會的其他事項；及</p> |
| <p>(p) to report to the Board on the matters set out above.</p> | <p>(p) 就上述事宜向董事會彙報。</p> |

8. Minutes and records

- 8.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of the Listing Rules apply.
- 8.2 Full minutes of the Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the secretary of the Company). Draft and final versions of minutes of the Committee meeting should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

會議紀錄

委員會的秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會會員將不計入法定人數內、而除非上市規則附錄三附注一適用，相關委員就他或其任何聯繫人有重大利益的委員會決議必需放棄投票。

委員會的完整會議紀錄應由正式委任的會議秘書（通常為本公司的秘書）保存。會議紀錄的初稿及最後定稿應在會議結束後的 14 天內內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應就本公司各財政年度內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

9. Reporting responsibilities

匯報責任

The Committee shall report to the Board after each meeting.

委員會應於每次委員會會議後向董事會作出匯報。

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

本公司組織章程的持續適用

10.1 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。

11. Powers of the Board

董事會權力

11.1 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。

12. 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 13 September 2018
於 2018 年 9 月 13 日採納