



新宇環保集團有限公司

**NEW UNIVERSE ENVIRONMENTAL GROUP LIMITED**

*(於開曼群島成立之有限公司)*  
*(Incorporated in the Cayman Islands with limited liability)*

**(股份編號：436)**  
**(Stock Code: 436)**

執行委員會職權範圍

**TERMS OF REFERENCE OF EXECUTIVE COMMITTEE**

**(於二零一一年四月二十九日採納**

**並於二零一六年八月一日更新)**

**(Adopted on 29 April 2011 and  
updated as of 1 August 2016)**

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**執行委員會**  
**EXECUTIVE COMMITTEE**

**(於二零一一年四月二十九日成立)**  
**(Established on 29 April 2011)**

委員成員  
Committee members:

*執行董事*  
*Executive directors*

奚玉先生	Mr. XI Yu
宋玉清先生	Mr. SONG Yu Qing
張小玲女士	Ms. CHEUNG Siu Ling
廖鋒先生	Mr. LIAO Feng
劉玉杰女士	Ms. LIU Yu Jie
韓華輝先生	Mr. HON Wa Fai

委員會主席  
Chairman of the Committee

奚玉先生      Mr. XI Yu

委員會秘書  
Secretary of the Committee

韓華輝先生      Mr. HON Wa Fai

香港，二零一六年八月一日  
Hong Kong, 1 August 2016

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**Terms of Reference of the Executive Committee**

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**組織**

**Constitution**

新宇環保集團有限公司（「本公司」）之董事會（「董事會」）於二零一一年四月二十九日在董事會轄下成立執行委員會。

The Executive Committee was established by the board of directors (the “Board”) of New Universe Environmental Group Limited (the “Company”) as a Committee of the Board on 29 April 2011.

執行委員會之宗旨在於建立一核心單位，由董事會授予其權力和權限以管理本公司及其附屬公司（「本集團」）之業務、在權限範圍內為本集團作出投資及業務決定，並為達成該等決定而採取一切有需要之行動。

The purpose of the Executive Committee is to set up a body to which the Board may delegate the powers and authorities to manage the business of the Company and its subsidiaries (the “Group”), to make investment and business decisions for the Group within its authority and to take all necessary actions to give effect to such decisions.

**成員**

**Membership**

1. 執行委員會須由董事會不時委任之本公司所有執行董事組成。執行委員會成員離任本公司執行董事之職務後，其作為常務委員會成員之職務亦自動屆滿解除。

The Executive Committee shall comprise all executive directors of the Company appointed by the Board from time to time. Membership of a member of the Executive Committee shall automatically lapse upon his/her cessation to hold the office of an executive director of the Company.

2. 執行委員會秘書為本公司之公司秘書或其提名人。

The Company Secretary of the Company or his/her nominee shall act as the Secretary of the Executive Committee.

**主席**

**Chairman**

執行委員會主席（「主席」）須由董事會主席出任。

The chairman of the Board shall be the Chairman of the Executive Committee (“Chairperson”).

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**法定人數**  
**Quorum**

構成執行委員會有效議定業務交易所須之法定人數為三名成員，其中一名必須為主席或其提名人，主席提名人必須為董事會成員。

The quorum necessary for the transaction of the business of the Executive Committee shall be three members, one of whom shall be the Chairperson or his/her nominee who must be a member of the Board.

**匯報程序**  
**Reporting procedure**

執行委員會須定期就已討論之事項向董事會匯報。

The Executive Committee shall regularly report to the Board on the matters discussed.

**權力**  
**Authority**

1. 執行委員會獲授予以下權力及權限：

The Executive Committee is vested with the following powers and authorities:

- (a) 在本集團日常經營之業務範圍內，管理本集團一般營運；  
to manage generally the operation of the Group in its ordinary course of business;
- (b) 就投資機會和提案向董事會作出建議；  
to recommend to the Board on investment opportunities and proposals;
- (c) 管理董事會會議之議程及文件；  
to manage the agenda and papers for Board meetings;
- (d) 考慮及批准任何不必遵循「香港聯合交易所有限公司創業板證券上市規則」和／或「香港聯合交易所有限公司主板證券上市規則」、「公司收購、合併及股份購回守則」，或其他規管香港上市公司之法制及規章（「適用規章」）之任何要求下而受限制之交易（「授權交易」）；及  
to consider and approve any transaction (the “Authorized Transaction(s)”) which is not subject to the compliance with any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market and/or Main Board of The Stock Exchange of Hong Kong Limited, the Codes on Takeovers and Mergers and Share Repurchases or other rules and regulations governing listed companies in Hong Kong (the “Applicable Rules”); and

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- (e) 考慮及批准所有關於授權交易之契據及文件，以進行授權交易。  
to consider and approve all deeds and documents in relation to the Authorized Transactions so as to implement the Authorized Transactions.
2. 執行委員會有權向本集團任何雇員索取所需資料，而所有雇員亦將獲指示與執行委員會合作，以配合其任何要求。如有需要，執行委員會有權諮詢專業意見，費用由本公司承擔。  
The Executive Committee is authorized to seek any information it requires from any employee of the Group, and all employees will be directed to co-operate with any request made by the Executive Committee. The Executive Committee is authorized to access to professional advice at the Company's expense if it considers necessary.
3. 執行委員會須獲提供足夠資源，以履行職責。  
The Executive Committee shall be provided with sufficient resources to discharge its duties.
4. 執行委員會有權在本公司內轉授其擁有之權力及權限。  
The Executive Committee shall be entitled to sub-delegate any of its power or authority within the Company.

**職責**  
**Duties**

執行委員會須履行以下職責：

The Executive Committee shall discharge the following duties:

1. 若任何執行委員會成員對所考慮中之交易就任何須予遵循適用規章之爭議產生質疑，提呈有關交易予董事會作出決定，並無論在任何情況下，就須予遵循之爭議徵詢專業建議；  
to refer the transactions to the Board for decision making if any member of the Executive Committee has doubt on any compliance issue under the Applicable Rules in respect of the transactions under consideration and in any event, seek professional advice on any compliance issue;
2. 於下一次既定日期董事會會議席上，向董事會匯報經執行委員會所批准並由執行委員會代表本集團所簽訂之任何承擔（在其權限範圍內）；及  
to report on any commitment (within its authority) approved by the Executive Committee and entered into on behalf of the Group to the Board in the next scheduled meeting of the Board; and

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3. 確保本集團所有相關管理人員及本公司之公司秘書會獲得經執行委員會批准（在其權限範圍內）而代表本集團簽訂之全部契據、文件或合約，以作記錄保存。  
to ensure that all the relevant management personnel of the Group and the Company Secretary of the Company will be provided with all deeds, documents or contracts entered into on behalf of the Group pursuant to the approval of the Executive Committee (within its authority) for record keeping.

**會議**

**Meetings**

1. 主席必須主持所有會議，惟主席如未能出席會議，出席會議之執行委員會成員須選出其中一名成員主持會議。  
The Chairperson shall chair all Meetings except that members of the Executive Committee attending a Meeting shall elect one of their members to chair the Meeting in the absence of the Chairperson.
2. 執行委員會每名成員須向執行委員會詳細披露其個人或其關連人士是否於會議議定任何事項中所涉及直接或間接利益（除作為本公司股東者除外），執行委員會必須決定該等利益之嚴重程度。任何委員如被執行委員會確認為於會議中所考慮之任何事項中涉及重大利益，該成員將不被算進入出席會議之法定人數，其亦必須於執行委員會決議案中就有關事項中棄權投票。  
Each member of the Executive Committee shall disclose in details to the Executive Committee any direct or indirect interest (other than as a shareholder of the Company) he/she or his/her associates has in any matter to be considered in a Meeting and the Executive Committee shall determine whether such interest is material. Any member who, as determined by the Executive Committee, is materially interested in any matter to be considered in the Meeting shall not be counted in the quorum present at the Meeting and shall abstain from voting on the resolutions of the Executive Committee in relation to such matter.

**會議次數**

**Frequency of meetings**

會議可在有需要時舉行。任何成員在認為合適時可於任何時間召開會議。  
Meetings shall be held as and when required. Any member may call for meetings at any time he / she considers appropriate.

### **會議通告**

#### **Notice of Meeting**

1. 會議須由執行委員會秘書應主席要求而召開。  
Meetings shall be convened by the Secretary of the Executive Committee at the request of the Chairperson.
2. 除非另行議定，每次會議通知中列明會議地點、時間、日期，連同須討論事項之議程及附帶文件須於舉行會議當日最少三(3)天前(或由所有執行委員會成員書面同意之其他時期)交予執行委員會每名成員。  
Unless otherwise agreed, notice of each Meeting confirming the venue, time and date together with an agenda of matters to be discussed and accompanying papers shall be sent to each member of the Executive Committee at least three (3) days prior to the date of the Meeting (or such other period as agreed in writing by all the Executive Committee members).

### **出席**

#### **Attendance**

1. 如有需要或合意情況下，主席可要求管理層成員出席會議。  
As necessary or desirable, the Chairperson may invite any member of management be present at the Meeting.
2. 執行委員會成員可親身出席會議、或以電話會議方式或透過其他可與所有出席會議之成員溝通之通訊工具參與會議。  
Members of the Executive Committee may attend either in person, or by telephone conference or other communication equipment through which he/she can communicate with all participants in the Meeting.
3. 會議可以傳閱決議案及相關文件之方式進行。決議案一經執行委員會所有成員簽署後，其合法性及有效性與於親身列席會議中所通過之決議案無異。  
Meetings can be held by way of circulation of resolutions and relevant documents. A resolution signed by all members of the Executive Committee shall be as valid and effectual as if it had been passed at a physical Meeting.

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**議程及文件**  
**Agenda and papers**

1. 所有董事會成員可索閱議程及文件。  
The agenda and papers shall be available on request to all members of the Board.
2. 執行委員會會議紀錄須詳細列載執行委員會已討論之事項、已達成之決定及作出之建議，包括執行委員會成員所表達之關注事項及相反意見。  
Minutes of the Executive Committee shall record in details the matters considered by the Executive Committee, the decisions reached and recommendations made, including concerns raised and dissenting views expressed by members of the Executive Committee.
3. 執行委員會秘書須向董事會所有成員傳閱會議紀錄。  
The Secretary of the Executive Committee shall circulate the minutes of the Meetings to all members of the Board.

**一般事項**  
**General**

本職權範圍書之任何修訂或附件必須經董事會批准。  
Any amendment or supplement to this Terms of Reference must be approved by the Board.

**附註**  
**Note**

倘本職權範圍的英文版和中文版之間存在任何不一致，應以英文版本為準。  
If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.