

Sling Group Holdings Limited
森浩集團股份有限公司

董事會履行企業管治的職權範圍
Terms of reference of the Board of Directors
in relation to Corporate Governance Functions

Sling Group Holdings Limited
森浩集團股份有限公司
(the “Company”)
(“本公司”)

Terms of reference of
the Board of Directors (the “Board”) of the Company
in relation to Corporate Governance Functions
本公司董事會(“董事會”)履行企業管治的
職權範圍

The Board is responsible for performing the corporate governance duties as set out below:-

Corporate Governance Functions

- (a) to review and approve the annual corporate governance report and related disclosures in the annual, interim and quarterly reports of the Group and ensuring compliance with relevant requirements under the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 (“**Applicable Laws**”);
- (b) to develop and review the Group’s policies and practices on corporate governance;
- (c) to review and monitor the training and continuous professional development of directors and senior management;
- (d) 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 GEM Listing Rules, the Applicable Laws and other applicable organisational governance standards;

董事會應負責履行下述企業管治的職責：

企業管治職能

- (a) 審查和批准年度公司管治報告和本集團的年報、中期及季度報告中相關披露及確保遵守香港聯合交易所有限公司創業板證券上市規則(“**創業板上市規則**”)或任何其他本公司之證券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**”);
- (b) 制定及檢討本集團的企業管治政策及常規；
- (c) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (d) 檢討及監察本集團在遵守任何由董事所制訂、或載於本集團的任何憲制性的文件、或根據創業板上市規則、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；

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| <p>(e) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;</p> | <p>(e) 制定、檢討及監察雇員及董事的操守準則及合規手冊(如有)；</p> |
| <p>(f) 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>(f) 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> |
| <p>(g) to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant risk management and 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;</p> | <p>(g) 確保本集團有適當的監測系統以確保有關風險管理及內部控制系統、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；</p> |
| <p>(h) to monitor each of the audit committee, remuneration committee and nomination committee of the Board has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the GEM Listing Rules and any Applicable Laws;</p> | <p>(h) 監察審核委員會、薪酬委員會及提名委員會已按照各創業板上市規則及任何適用的法律正式履行各自的職責和義務；</p> |
| <p>(i) to monitor proper segregation of duties between the Chairman and the Chief Executive Officer of the Group;</p> | <p>(i) 監察本集團主席及行政總裁之間職責適當的區分；</p> |
| <p>(j) 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>(j) 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，并定期檢討以確保有關安排符合本集團的需要；</p> |
| <p>(k) to review and monitor the Group's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determine the form and content of any required disclosure;</p> | <p>(k) 檢討及監察集團的披露過程，包括評估和核實內幕消息的準確性和重要性，并確定任何需要披露的形式和內容；</p> |
| <p>(l) 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; and</p> | <p>(l) 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；及</p> |
| <p>(m) to review from time to time as appropriate these terms of reference and its effectiveness.</p> | <p>(m) 不時檢討這份職權範圍和其有效性。</p> |

Adopted on 15 December 2017
於 2017 年 12 月 15 日採納