

HAITIAN ENERGY INTERNATIONAL LIMITED
海天能源國際有限公司

董事會合規委員會職權範圍
(日期為二零一八年二月二日的經修訂版本)

Terms of reference of
the Compliance Committee of the Board of Directors
(Revised version dated 2 February 2018)

HAITIAN ENERGY INTERNATIONAL LIMITED
海天能源國際有限公司
(“Company”)
(「本公司」)

Terms of reference of the Compliance Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
(Revised version dated 2 February 2018)

本公司董事會（「董事會」）合規委員會（「委員會」）
職權範圍
（日期為二零一八年二月二日的經修訂版本）

（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 19 June 2012. The revised terms of reference of the Committee were approved by the Board on 2 February 2018.

委員會是按董事會於二零一二年六月十九日舉行的會議通過的決議成立的。委員會經修訂的職權範圍於二零一八年二月二日獲董事會批准。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members.
- 2.2 The Chairman of the Committee shall be appointed by the Board.
- 2.3 The appointment of the members or Chairman 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.

委員會成員由董事會從董事會成員中挑選，委員會人數最少三名。

委員會主席由董事會委任。

經董事會及委員會分別通過決議，方可罷免委員會的成員或主席的委任或委任額外的委員會成員。

3. Proceedings of the Committee

會議程序

3.1 *Notice:*

會議通知:

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

- (a) 除非委員會全體成員（口頭或書面）同意，委員會的會議通知期，不應少於七天。

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”))

（根據香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄十四第A.1.3段的規定，在切實可行的範圍內，召開委員會定期會議應發出至少14天通知）

- (b) A Committee member may 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.

- (b) 任何委員會成員可於任何時候召集委員會會議。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不時通知秘書的電話或傳真號碼或地址或電郵地址。

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

- (c) 以口頭通知方式召開的會議，應盡快（及在會議召開前）以書面方式確實。

- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by 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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

- (d) 召開會議的通知必須說明開會時間、地點、議程及提供有關文件予各委員會成員參閱。下文第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的三天前（或委員會全體成員協定的其他時間內）送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

- 3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee. 法定人數：委員會會議的法定人數為兩位委員會成員。
- 3.3 Frequency: Meetings shall be held at least four times every year. 頻率：每次最少開會四次。
- 3.4 Written resolutions may be passed by all Committee members in writing. 委員會成員可以以書面贊成方式通過書面決議。
- 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 obtain outside legal or other professional advice in connection with its duties, at the Company's expense and such expenditure shall be within limits agreed by the Board; (a) 委員會就其職責所需獲取外聘法律或其他專業意見，所需費用由本公司承擔及該等費用須在董事會許可範圍內；
 - (b) notwithstanding the above, to obtain and have regular access to the legal advice to be provided by law firms of the People's Republic of China ("PRC") as the majority of the members of the Committee considers fit ("PRC Legal Adviser") in respect of the regulatory compliance of all relevant laws and regulations of the PRC, including changes thereto which might affect the Group's business operations in the PRC on a continuous basis; (b) 儘管以上條款，如大部份委員會成員認為適合，可就遵守所有中華人民共和國（「中國」）有關法律及規例，包括其可能持續影響本集團於中國的業務運作之修訂，向中國律師行（「中國法律顧問」）取得及使用其提供的法律意見；
 - (c) To make recommendations to the Board on relevant matters relating to the practice and conduct of the directors and the senior management of the Group in the course of management and operation of the business of the Company and to ensure compliance with the PRC laws and regulations from time to time and on a continuous basis; (c) 就本集團的董事及高級管理人員在管理及運作本公司的業務的手法及操守向董事會提出建議及確保不時持續遵守中國法律及規例；
 - (d) 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 (d) 每年檢討本職權範圍及其於履行委員會職責方面的有效性，如委員會覺得有需要，可向董事會提供修改建議；及

5.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲供給充足資源以履行其職責。

6. Duties

責任

6.1 The duties of the Committee shall be:

委員會負責履行以下責任：

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| (a) To oversee the on-going compliance matters in order to ensure all licenses, permits, approval are valid and subsisting and the renewals thereof are obtained where required and necessary under the relevant laws and regulations in a timely manner. A table setting out the validity period of each licenses, permits and approval of the Group will be maintained and reviewed by the Committee during each of the quarterly meetings; | (a) 持續監察遵守事宜以確保根據有關法律及條例，在適當時候取得所有牌照、許可證、批准及續期及其有效性。在每季召開的會議，委員會將維持及複核以列出本集團的每個牌照、許可證及批准之有效期之目錄； |
| (b) To review and ensure the Group's regulatory compliance with all relevant PRC law, rules and regulations, including changes made thereto on a continuous basis; | (b) 持續複核及確保本集團遵守所有有關中國法律、規令及規例，包括作出的修訂； |
| (c) To monitor and ensure the directors and senior management of the Group will attend ongoing quarterly training courses organized by the PRC Legal Advisors in respect of compliance with relevant laws and regulations and to refresh and update the directors and senior management of the Group on the relevant laws and regulations in the PRC which concerns the Group, its management, business and/or operations; | (c) 監察及確保本集團的董事及高級管理人員將出席由中國法律顧問，就遵守有關法律及規例及為本集團的董事及高級管理人員更新與本集團、其管理、業務及／或運作有關之中國法律及規例的最新修訂而每季舉辦之培訓課程； |
| (d) To make recommendations to the Board on relevant matters relating to the practice and conduct of the directors and the senior management of the Group in the course of management and operation of the business of the Company and to ensure compliance with the PRC laws and regulations from time to time and on a continuous basis; | (d) 就本集團的董事及高級管理人員在管理及運作本公司的業務的手法及操守向董事會提出建議及確保不時持續遵守中國法律及規例； |

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| <p>(e) Before the acquisition of a hydropower plant, a special meeting will be held to review the due diligence works to be conducted by the Group to check if the target hydropower plant has obtained all necessary licences, permits and approvals. In any event, the Group will ensure that the possession of proper licences, permits and approvals would be incorporated as a condition to the relevant acquisition agreement;</p> | <p>(e) 在收購水力發電廠之前，將召開特別會議以複核由本集團展開的審查工作以檢查目標水力發電廠是否已取得所需牌照、許可證及批准。無論任何情況下，本集團將確保把就持有適當的牌照、許可證及批准接納為有關收購合約的其中一項條件；</p> |
| <p>(f) Before commencement of development of a hydropower plant, a special meeting will be held to review the list of licences, permits and approvals to be obtained; and</p> | <p>(f) 在開始發展水力發電廠前，將召開特別會議以覆核取得牌照、許可證及批准之清單；及</p> |
| <p>(g) Upon completion of establishment of a hydropower plant but before its production of electricity, a special meeting will be held to check if all licences, permits and approvals have been obtained to ensure that commencement of production will only occur after all licences, permits and approvals are obtained.</p> | <p>(g) 在完成興建水力發電廠但生產電力之前，將召開特別會議檢查是否已取得所有牌照、許可證及批准以確保在取得所有牌照、許可證及批准後才可開始生產。</p> |

7. Reporting responsibilities and procedures

報告責任及程序

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| <p>7.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.</p> | <p>委員會須每年最少一次審核其本身表現、章程及職權範圍，確保其以最大效益運作，並向董事會建議批准任何其視為必須的更改。</p> |
| <p>7.2 The chairman of the Committee, or failing him, any member of the Committee shall attend the annual general meetings of the Company and shall answer questions on the Committee's activities and their responsibilities.</p> | <p>委員會主席或（如委員會主席未能出席）委員會任何成員須出席本公司股東週年大會和解答有關委員會運作及責任的問題。</p> |
| <p>7.3 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.</p> | <p>委員會會議的完整會議紀錄及所有書面決議應由委員會秘書保存。</p> |

- 7.4 The Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 7.5 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.
8. **Continuing application of the articles of association of the Company**
- 8.1 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.
9. **Powers of the Board**
- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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.
- 委員會應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議（視乎情況而定）的初稿及最後定稿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）。
- 委員會應將本公司各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席紀錄備存於本公司。
- 本公司組織章程細則的持續適用**
- 就前文未有作出規範，但本公司組織章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。
- 董事會權力**
- 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本公司組織章程細則及上市規則的前提下（包括上市規則之附錄十四《企業管治常規守則》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，惟有關修訂及廢除以及委員會已通過的決議，並不影響並無修訂或廢除有關修訂或決議前生效的委員會採取的行動或通過的決議的有效性。