

China Agri-Industries Holdings Limited 中国粮油控股有限公司
 Corporate Governance Manual for the Board of Directors 董事会企业管治手册
 Adoption Date 采纳日期: 16/10/2009

Section 部分	Regulation 条文	Date of adoption 采纳日期	Date of last amendment 最后修订日期
7.	Terms of reference – Executive Committee 职权范围 - 执行委员会	27/02/2009	

Membership

组成

1. The Committee shall be formed by the Board with the terms of reference, which are specifically approved by the Board subject to the variation, amendments or modifications that the Board may approve from time to time, and shall comprise all the executive directors of the Company from time to time.
委员会由董事会按本职权范围（本职权范围经董事会批准，并可不时经董事会更改、修订或变更）委任，应包公司不时的所有执行董事。
2. The Managing Director shall be the chairman of the Committee.
董事总经理担任委员会主席。
3. The office of a Committee member shall be vacated:-
出现以下情况时，委员会委员即退任其职位：-
 - i) if he is requested in writing by all his co-executive directors to resign;
如其他执行董事一致书面要求其请辞；
 - ii) if he gives the Board of directors notice in writing that he resigns his office of Committee member;
如该名人士书面通知董事会而请辞委员会委员；
 - iii) if his office of director is vacated for any reason;
由于任何原因而停任其董事职位；
 - iv) if his role as an executive director changes to that of a non-executive Director; or
如该名人士从执行董事转为非执行董事；或
 - v) in such circumstances that may be provided by the Articles and statutory or non-statutory requirements, rules, regulations and any Internal Regulations
在出现公司章程、法例或非法例要求、法规、规则以及任何内部规定所列明的情况。

Attendance at meetings

出席会议

1. The Committee members may meet together at any time for the discharge of business, adjourn and otherwise regulate their meetings as they think fit. A Committee member may, at any time summon a meeting of the Committee or authorize the Company Secretary to summon a meeting of the Committee.
委员会委员如认为适合，可在任何时间举行会议，处理事务、暂停会议及以其他方式规管会议。任何委员会委员均可以随时召集委员会会议或授权秘书召集委员会会议。

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如该名人士从执行董事转为非执行董事；或
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2. Notice of a meeting of the Committee may be verbal or in writing or in any other form approved by the Committee.
委员会会议通知可以口头、书面或者委员会批准的任何其他形式发出。
3. A quorum shall be 2 members.
法定人数为 2 名委员。
4. The Company Secretary shall be the secretary of the Committee. The secretary of the Committee or, in his / her absence, the Assistant Company Secretary or a representative of the Company Secretary shall be the secretary of the meetings of the Committee.
公司秘书担任委员会秘书。委员会秘书缺席时，由助理公司秘书或公司秘书代表担任委员会会议秘书。
5. A resolution in writing signed by all the Committee members except such as are absent from Hong Kong or temporarily unable to act due to ill-health or disability shall be as valid and effectual as if it had been passed at a meeting of the Committee, provided in any event the minimum number of signatories shall not be less than two (2).
任何情况下在签名人数不少于二（2）的前提下，经全体委员会委员（不在香港或因病或不良于行而暂时无法行事者除外）签署的书面决议案，视为经已在委员会会议通过一样有效。
6. Questions arising at the Committee meetings shall be decided by a majority of votes of those Committee members present at the meeting. In case of an equality of votes, the Chairman shall have a second or casting vote which shall be final and conclusive.
委员会会议中上提出的问题须由出席的委员会委员表决，并以过半数票取决。如票数均等，主席有权投最终决定票。
7. The Company Secretary shall cause all minutes, resolutions and proceedings at all meetings of the Committee to be kept in the Directors' minutes book and such documents shall be open for inspection at any time in office hours on reasonable notice by any Committee member or other Board member.
公司秘书应将各次委员会会议之会议记录、决议案及会议程序保存在董事会议记录册内，有关文件须在任何委员会委员或其他董事会成员提出合理通知后，在办公时间内随时供其查阅。

Responsibility

职责

The primary responsibility of the Committee is to deal with and supervise the day-to-day business operations, management and administration of the Group.
委员会的主要职责是处理、监督集团的日常行政、管理、业务运作。

Authority 权力

The Committee shall have all the powers:

委员会拥有以下权力：

1. To arrange, commit, conclude, perform, deal with, approve any corporate administrative and operational matters, activities, affairs, codes, policies, procedures, guidelines, contracts, agreements and/or transactions, except those that are subject to the reporting, announcement and /or shareholders' approval requirements under the Listing Rules, the Articles or the Companies Ordinance:

安排、进行、签署、执行、处理和批准符合以下条件的、与公司行政和经营有关的任何事项、活动、事务、守则、政策、程序、指引、合同，协议及/或交易，但不包括那些根据上市规则、公司章程及公司条例规范的报告、公告及/或需要股东批准者：

- (a) that are entered into in the ordinary and/or usual course of business and operations, risk management, internal control, insurance, human resources management and compliance matters of the Group, including (without limitation):

属于集团一般及/或日常业务和经营、风险管理、内部控制、保险、人事管理和合规事宜，包括（但不限于）：

- (i) establishment of and changes to major Group-wide financial, accounting and treasury codes, policies, procedures and guidelines, except those that require the approval of the Board (save such other delegation to the Committee that the Board may specifically approve from time to time), any of its committee or the Company's shareholders under the Articles, Listing Rules, Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules, regulations and Internal Regulations;

制定和修订集团财务、会计和财务守则、政策、程序和指引，但不包括根据公司章程、上市规则、公司条例、任何相关的法定或非法定要求、普通法、规则、规章和内部规定，需要由董事会批准（经由董事会不时明确批准而向委员会作出的其他有关授权不在此限）、由董事会属下委员会批准或者由公司股东批准的事项；

- (ii) all financing transactions of the Group;

集团各项融资交易；

- (iii) review, adoption and changes of business and operational plans and budgets of the Company and the Group;
审议、采纳和修订公司和集团的业务及经营计划；
- (iv) opening, closing, operation of bank accounts in the name of the Company and change in authorized signatories, authorization limits and operational manner of such accounts;
以公司名义开设、取消、使用银行账户及变更有关账户的授权签署人和授权权限；
- (v) forfeiture and/or investment of unclaimed dividends pursuant to the Articles;
根据公司章程没收及/或投资未领股息；
- (vi) provision of guarantees, financial supports, undertakings and indemnities in respect of operations, investments or liabilities of the Company's subsidiary and/or associated companies, other than those that require the approval of the Board (save such other delegation to the Committee that the Board may specifically approve from time to time), any of its committee or the Company's shareholders under the Articles, Listing Rules, Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules, regulations and Internal Regulations;
为公司的附属公司/关联公司的经营、投资或债务提供担保、财政支持、承诺和赔偿，但不包括根据公司章程、上市规则、公司条例、任何相关的法定或非法定要求、普通法、规则、规章和内部规定，需要由董事会批准（经由董事会不时之明确批准而向委员会作出的其他有关授权不在此限）、由董事会属下委员会批准或者由公司股东批准的事项；
- (vii) capitalization of subsidiaries or associated companies, other than that which require the approval of the Board (save such other delegation to the Committee that the Board may specifically approve from time to time), any of its committee or the Company's shareholders under the Articles, Listing Rules, Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules, regulations and Internal Regulations;
子公司或联营公司的资本化，但不包括根据公司章程、上市规则、公司条例、任何相关的法定或非法定要求、普通法、规则、规章和内部规定，需要由董事会批准（经由董事会不时之明确批准而向委员会作出的其他有关授权不在此限）、由董事会属下委员会批准或者由公司股东批准的事项；

- (viii) handling of any statutory, legal, administrative, registration, regulatory, litigation, claim, dispute, arbitration, mitigation, mediation, negotiation, settlement or any matters of similar nature with any person or party, including without limitation governmental or non-governmental body, agency or representative;

处理与任何人士或另一方（包括但不限于政府或非政府机构、中介代理或代表）之间的任何法定、法律、行政、登记、监管、诉讼、索偿、商议或和解事宜；

- (ix) appointment or cessation of appointment of officers and employees of the Company other than the members of the Board and any of its committees and company secretary of the Company; also other than appointment or cessation of appointment of such officers that require the approval of the Board (save such other delegation to the Committee that the Board may specifically approve from time to time), any of its committee or the Company's shareholders under the Articles, Listing Rules, Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules, regulations and Internal Regulations;

任命除董事会成员、董事委员会成员及公司秘书以外的公司高级职员，亦不包括根据公司章程、上市规则、公司条例、任何相关的法定或非法定要求、普通法、规则、规章和内部规定，需要由董事会批准（经由董事会不时之明确批准而向委员会作出的其他有关授权不在此限）、由董事会属下委员会批准或者由公司股东批准的任命；

- (x) appointment or nomination of any person as director or senior officer of the Company's subsidiaries or affiliated companies so as to represent the Company's interests;

任命或提名任何人士担任公司属下子公司或关联公司的董事或高级职员，以代表公司利益；

- (xi) appointment of corporate representative for the Company to attend general meetings or execute written resolutions of the Company's subsidiaries and/or associated companies;

任命公司附属公司 / 关联公司的代表出席股东大会或者签署书面决议；

- (xii) formation, modification, liquidation and winding-up of any of the Company's subsidiaries and/or associated companies as well as acquisition and/or disposal of interests, contribution / redemption of capital and/or change of shareholder's rights in such subsidiaries and/or associated companies;

成立、变更、清算和关闭公司任何附属公司及 / 或关联公司，及收购及 / 或处置、涉及有关附属公司 / 关联公司的利益、认缴 / 赎回资本，及 / 或股东权益变动；

- (xiii) appointment of any trustees of the Company's provident fund schemes, including the approval of the trust deeds and/or any other documents in relation thereto;

任命公司公积金计划的信托人，包括批准有关的信托契据及 / 或任何其他相关文件；

- (xiv) authorization of any person to execute, on behalf of the Company, any declarations, affidavits, warrants, bills of lading and documents, relating to patents, trademarks, customs, shipping government returns, taxation documents, tendering of government licenses, bad debts and other matters as from time to time be required to be completed in the ordinary and/or usual course of business and operations of the Group;

授权任何人士根据集团一般及 / 或日常业务及经营过程的不时要求，代表公司签署涉及专利、商标、海关、运输、政府税务申报、税务文件、政府牌照投标、坏账和其他事项的任何声明、宣誓书、保证、提货单和文件；

- (b) in pursuance of the Articles or in the ordinary and/or usual course of business of the Group, including (without limitation):

符合公司章程规定或者集团一般及 / 或日常业务和经营过程的事宜，包括（但不限于）：

- (i) dealing with any governmental, regulatory, advisory, consulting authorities, bodies, corporations, entities, organizations;

与任何具有政府、监管、咨询或顾问性质的部门、机构、企业、单位或组织联系沟通；

- (ii) dealing with matters, activities, affairs and/or transactions in respect of any personnel, safety, quality, accounting, legal, compliance, registration issues;

处理涉及任何人事、安全、质量、会计、法律、合规和注册等方面的事项、活动、事务及/或交易；

- (iii) authorization of any person to do any acts or execute, on behalf of the Company, any declarations, affidavits, warrants, bills of lading and documents, relating to patents, trademarks, customs, shipping government returns, taxation documents, tendering of government licenses, bad debts and other matters as from time to time be required to be completed in the ordinary and/or usual course of business and operations of the Group;

授权任何人士根据集团一般及/或日业务和经营过程的不时所需，代表公司作出或签署涉及专利、商标、海关、运输、政府税务申报、税务文件、政府牌照投标、坏账和其他事项相关的任何行动或任何声明、宣誓书、保证、提货单和文件；

- (c) that have been mandated with the approval and authorization of the shareholders and the Board (“Approved Mandate”), including (without limitation):

已获得公司股东及董事会批准授权的事宜（“获批准授权”），包括（但不限于）：

- (i) issue and allotment of shares of the Company pursuant to the exercise of share options under any option scheme, upon conversion of convertible securities or under any such similar arrangements that has mandated with the approval and authorization of the Company’s shareholders, and,

根据任何购股权计划项下的购股权行使、按可转换证券转换或根据已获得公司股东批准授权的任何同类安排，而发行和配发的公司股份，及

- administration, operation, performance, implementation, supervision, overseeing, review of such arrangements as referred to in sub-paragraph 4(c)(i) above, except any issue or grant of the related share options or convertible securities;

以上第 4(c)(i)点所述相关安排的管理、操作、履行、实施，监督、监管和审核，但相关购股权或可转换证券的任何发行或授予除外；

- approve, confirm, ratify any act or execution of any related document that is required to perform, deal with or make any arrangement for the purpose of this paragraph 4(c)(i);
批准、确认或追认根据第 4(c)(i)点所述履行、处理或作出任何安排时所必需的任何行为或任何相关文件的签署；

 - delegate any of its functions or authorities under this paragraph 4(c)(i);
就行使此处第 4(c)(i)点所述的任何职能或职权的授权；
- (ii) repurchase of the Company's securities, share options or convertible securities pursuant to the share repurchase mandate of the shareholders of the Company or such other mandates that are specifically approved by the shareholders of the Company from time to time and as the case may be, and,
根据公司股东发出的股份回购授权或者根据公司股东不时明确批准的其他有关授权（视情况而定），回购公司证券、购股权或者可转换证券；
以及
- provision of instructions to any securities brokerage house for which the opening of relevant securities account has been approved and authorized by the Board;
根据董事会的批准和授权，指示任何证券经纪行开立相关的证券账户；

 - cancellation of the repurchased securities;
注销回购的证券；

 - opening, authorization in operation and close of any securities account in the Company's name for the purpose of repurchase of the Company's securities;
以公司名义开立、授权使用或取消用于回购公司证券的任何证券账户；

- approval, confirmation, ratification of any act or execution of any related document that is required to perform, deal with or make any arrangement for the purpose of this paragraph 4(c)(ii);
批准、确认或追认根据第 4(c)(ii)点所述履行、处理或作出任何安排时所必需的任何行为或任何相关文件的签署；
 - any act or execution of any related document that is required to perform, deal with or arrange for any administrative matters in relation thereto;
履行、处理或安排任何相关行政事项时所必需的任何行为或者任何相关文件之签署；
 - delegation of any of its functions or authorities under this paragraph 4(c)(ii);
授权他人行使此处第 4(c)(ii)点所述的任何职能或职权；
- (iii) connected transactions on a continuing basis within the limits as approved by the shareholders of the Company pursuant to the Listing Rules and subject to the Articles, the Companies Ordinance and other provisions of the Listing Rules;
在公司股东根据上市规则批准的限制范围内连续性关连交易，惟公司章程、公司条例及上市规则其他规定；
- (iv) connected transactions that are exempt from all the disclosure or approval requirements under the Listing Rules;
不受上市规则各项披露要求或批准要求限制的关连交易；
- (v) interpretation and/or delegation of the Approved Mandate(s);
认可解释及/或授予获批准授权；
- (vi) overseeing, supervision and/or review of performance, discharge, implementation of such Approved Mandate(s);
在履行、执行和实施有关获批准授权而进行的监管、监督及/或审核；
- (vii) preparation of amendments to the Approved Mandate for the approval of the shareholders or the Board;
为拟修订的获批准授权做好准备工作提呈公司股东或董事会审批；

2. To conform to any statutory or non-statutory requirements, directions, rules or regulations that may from time to time be prescribed by the Board, contained in the Articles and/or prescribed by any governmental, regulatory, advisory, consulting authorities, bodies, corporations, entities, organizations of any jurisdiction;

遵守由董事会不时规定并包含在公司章程内,及/或由任何司法管辖权所在地的任何具有政府、监管、咨询或顾问性质的部门、机构、企业、单位或组织所不时规定的任何法定或非法定要求、指示、规条或规则;

3. Subject to the Listing Rules, the Articles and the Companies Ordinance, to delegate any of the Committee's duties, functions, authorities and/or powers to any person or sub-committee(s) comprising such staff members of the Group as the Committee may consider appropriate or desirable at any time and from time to time;

惟上市规则、公司章程及公司条例的规定,在委员会认为合适或适当的情况下,在任何时间及不时授权任何人士或由集团职员组成的附属委员会行使委员会的任何责任、职责、职权及/或权力;

4. To do and execute any such acts, things, matters and/or documents as the Committee may consider to be necessary, appropriate or desirable for the discharge, performance, execution of the duties, functions, authorities and/or powers as set out above or approved, authorized, conferred and/or delegated by the shareholders of the Company or the Board from time to time.

在委员会认为有需要、合适或适当的情况下,作出及签署任何行为、事宜、事项及/或文件,以便执行、履行、实施前述的责任、职能、职权及/或权力,或公司股东或董事会不时批准、授权、赋予及/或授予的责任、职能、职权及/或权力。

5. To address and deal with such other matters as may be delegated by the Board to the Committee from time to time;

处理董事会不时向委员会授权的事项;

6. To report back to the Board on decisions or recommendations made unless there are legal or regulatory restrictions to do so.

向董事会作出决策或建议汇报,除非法律法规另有限制。

Reporting Procedures
报告程序

The Company Secretary shall circulate the minutes and/or resolutions of meetings of the Committee to all members of the Board.

公司秘书须向董事会所有成员传阅委员会会议纪要及/或决议。

Definitions 定义

In this code, the following definitions shall apply unless the context otherwise requires. For any inconsistency in the meaning of the following definitions with those in the applicable terms of reference of any Board committee, the latter shall prevail.

在本守则中，以下定义得以适用，除非文意另有所指：倘若此处定义与董事会辖下任何委员会之职权范围存在矛盾，概以后者为准。

“Adoption Date” means the approval date of adoption of this code by the Board;

「采纳日期」是指董事会批准采纳本守则的日期；

“Articles” means the memorandum and articles of association of the Company as amended by the shareholders of the Company from time to time;

「公司章程」是指公司的（经过公司股东不时修改的）组织章程大纲及章程细则；

“Board” means the board of directors of the Company;

「董事会」是指公司的董事会；

“Committee” means the Executive Committee duly formed by the Board with this specific written terms of reference which deal clearly with such Committee’s authority and duties;

「委员会」是指由董事会妥为组成、并通过本特定的书面职权范围清楚规范其权力与职责的执行委员会；

“Chairman” means the chairman of the Board duly appointed by the Board in accordance with the Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules, regulations, the M&A and/or any Internal Regulations, as the case may be;

「主席」是指由董事会根据公司条例、任何相关法例或非法例要求、普通法、规例、规则、公司章程与细则以及/或者任何内部规定（视情况而定）而委任的董事会主席；

“Company” means China Agri-Industries Holdings Limited;

「公司」是指中国粮油控股有限公司；

“Company Secretary” means the secretary of the Company duly appointed by the Board in accordance with the Companies Ordinance, any applicable statutory or non-statutory requirements, common law, rules or regulations, the M&A and/or any Internal Regulations, as the case may be;

「**公司秘书**」是指由董事会根据公司条例、任何相关法例或非法例要求、普通法、规例或规则、公司章程与细则以及/或者任何内部规定（视情况而定）而委任的公司秘书；

“Companies Ordinance” means, the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended or supplemented from time to time;

「**公司条例**」是指(经不时修改或补充的)香港法例第32章的公司条例；

"connected person" and "connected transactions" shall have the meaning ascribed thereto in the Listing Rules;

“Group” means the Company together with its subsidiaries and associated companies;

「**集团**」是指公司及其附属公司与联营公司；

“Internal Regulations” means any constitutional requirements of the Company and any of its connected persons or any applicable codes, guidelines, regulations, policies or procedures adopted by the Company or the Board as amended from time to time;

「**内部规定**」是指公司及其任何关连人士的机构要求，及由公司或董事会通过并不时修订的任何相关守则、指引、规则、政策或程序；

“Listing Rules” means the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;

「**上市规则**」是指关交易所证券上市规则需遵守并不时修订的规定；

“Managing Director” means the managing director duly appointed by the Board in accordance with any applicable statutory or non-statutory requirements, common law, rules, regulations, the Articles and/or any Internal Regulations, as the case may be;

「**董事总经理**」是指由董事会根据任何相关法例或非法例要求、普通法、法规、规则、公司章程及/或任何内部规定（视情况而定）而委任的董事总经理；

“**Stock Exchange**” means:

「联交所」是指

- (a) The Stock Exchange of Hong Kong Limited; or
香港联合交易所有限公司；或者
- (b) any recognized exchange of securities on which the securities of the Company may be listed from time to time.
任何获认可的公司证券上市的证券交易所。

Notes: Where the context so requires, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

注意：根据文意需要，表示单数的词句包括众数在内，反之亦然；表示阳性的词语亦包含阴性和中性，反之亦然。

~ End 结束~

Terms of Reference of the Executive Committee

执行委员会职权范围

*(adopted by the Board of Directors of China Agri-Industries Holdings Limited
at a board meeting held on 27 February 2009)*

(于 2009 年 2 月 27 日董事会会议获董事会采纳)

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