



浙江永安融通控股股份有限公司
Zhejiang Yongan Rongtong Holdings Co., Ltd.*
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8211)

**TERMS OF REFERENCE FOR
THE COMPLIANCE COMMITTEE**

合规委员会职权范围书

(Approved on 25 February 2025)
(于二零二五年二月二十五日批准)

**For identification purpose only*

**仅供识别*

Zhejiang Yongan (compliance committee – terms of reference)
浙江永安 (合规委员会 – 职权范围书)

Zhejiang Yongan Rongtong Holdings Co., Ltd.*

浙江永安融通控股股份有限公司

Terms of Reference for Compliance Committee (Approved on 25 February 2025)

合规委员会职权范围书(于二零二五年二月二十五日批准)

Compliance Committee members :

Independent Non-Executive Directors

合规委员会成员

独立非执行董事

Mr. Yu Weidong 余伟东先生

V

appointed on 25/2/2025 (于 25/2/2025 获委任)

Mr. Yuan Lingfeng 袁灵烽先生

V

appointed on 25/2/2025 (于 25/2/2025 获委任)

Mr. Zhang Jianyong 章建勇先生

V

appointed on 25/2/2025 (于 25/2/2025 获委任)

Mr. Xia Hanjian 夏寒剑先生

appointed on 25/2/2025 (于 25/2/2025 获委任)

Chairman of the Compliance Committee :

合规委员会主席 :

Mr. Zhang Jianyong 章建勇先生

Secretary of the Compliance Committee :

合规委员会秘书 :

Ms. Chen Yen Yung 陈燕云女士

Constitution

组织

1. The Compliance Committee was established pursuant to a resolution passed by the board (“**Board**”) of directors (“**Directors**”, each a “**Director**”) of the Company on 25 February 2025.
合规委员会是根据本公司董事(「**董事**」)会(「**董事会**」)于二零二五年二月二十五日通过决议案成立的。

Membership

成员

1. Members of the Compliance Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. A quorum shall be two members, one of whom shall be an independent non-executive Director.
合规委员会成员须由董事会委任，其中大部分应为独立非执行董事。合规委员会的法定人数为两人，其中一人须为独立非执行董事。
2. The chairman of the Compliance Committee shall be appointed by the Board.
合规委员会主席须由董事会委任。

Attendance at meetings

出席会议

1. The company secretary shall be the secretary of the Compliance Committee. The secretary of the Compliance Committee or in his/her absence, his/her representative or any one member, shall be the secretary of the meetings of the Compliance Committee.
合规委员会秘书为公司秘书。合规委员会秘书或其未能出席，其代表或任何一位合规委员会会员将出任合规委员会会议秘书。
2. Members of the Compliance Committee may attend meetings of the Compliance Committee either in person or through other electronic means of communication.
合规委员会成员可以亲身出席方式或以其它电子通信设备形式参加合规委员会会议。

Frequency of meetings

会议次数

1. Meetings shall be held at least once every quarter.
会议次数应不少于每季度一次。
2. The chairman of the Compliance Committee shall convene a meeting upon request by any member of the Compliance Committee.
委员会主席应按委员会任何成员的要求召开会议。

Authority

权力

1. The Compliance Committee is authorised by the Board to seek such further information from the management of the Company as it may require as necessary in order to enable it to discharge its duties.
董事会授权合规委员会按照其职权范围向本公司之管理层索取进一步所需资料。
2. The Compliance Committee is authorised by the Board to obtain outside legal or other independent professional advice.
董事会授权合规委员会向外咨询法律或其它独立的专业意见。
3. The Compliance Committee may invite any member of the senior management of the Company, any Director, external advisers or any other persons to attend all or part of any meetings as the Compliance Committee considers appropriate, notwithstanding that the aforementioned persons all not have a right to vote at such meetings.
委员会可邀请本公司任何高级管理人员、任何董事、外部顾问或任何其他人士出席委员会认为适当的全部或部分会议，惟上述人士无权在该等会议上投票。
4. Any resolutions shall be passed by the majority votes of the members of the Compliance Committee.
任何决议均须经合规委员会成员多数票通过。

Duties

职务

1. The duties of the Compliance Committee shall be :
合规委员会的职务如下：
 - (a) to formulate, review, approve and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
制定、审查、批准和监督本集团在遵守法律和监管要求方面的政策和实践;
 - (b) to develop and review the Group's policies and practices on corporate government and make recommendations to the Board;
制定和审查本集团的企业管治政策和实践，并向董事会提出建议;
 - (c) to review and monitor the training and continuous professional development of directors and senior management^(Note) of the Company and its subsidiaries;
审查和监督本公司及其附属公司的董事和高级管理人员^(注)的培训和持续专业发展;
 - (d) to develop, review and monitor the codes of conduct applicable to the employees and directors of the Company and its subsidiaries;
制定、审查和监督适用于本公司及其子公司员工和董事的行为准则;
 - (e) to identify, address and rectify any potential and non-compliance issues in respect of, in relation to, in connection with or involving any member or employee of the Group (with the assistance of professional advisers engaged by the Group, if applicable);
识别、处理和纠正与本集团任何成员或员工有关的潜在和不合规问题（如适用，需借助本集团聘请的专业顾问的协助）;
 - (f) to receive and handle any actual or suspected non-compliance matters reported by the employees of the Group and if necessary, engage external professional advisers to assist in the preparation of reports and recommendations in respect of such actual or suspected non-compliance matters;
接收和处理本集团员工报告的任何实际或怀疑的不合规事项，如有必要，聘请外部专业顾问协助准备关于这些实际或怀疑不合规事项的报告和建议;

- (g) to review the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to The Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited ("**GEM Listing Rules**") and disclosures in the Company's corporate governance report; and
审查本公司是否遵守《香港联合交易所 GEM 证券上市规则》（「GEM 上市规则」）附录 C1 中列出的企业管治规范，以及本公司企业管治报告中的披露；并
- (h) to prepare and submit a summary report every half-yearly to the Board on the overall compliance performance and corporate governance practices of the Group.
每半年向董事会准备并提交一份关于本集团整体合规表现和企业管治实践的总结报告。

Reporting procedures

汇报程序

1. Draft and final versions of the minutes of the Compliance Committee meetings shall be sent to all Compliance Committee members for their comments and records respectively. The secretary or his/her representative shall circulate the minutes of meetings and reports of the Compliance Committee to all members of the Board.
合规委员会会议记录的草稿及最终稿应向各合规委员会会员传阅及存录。
合规委员会秘书或其代表应将合规委员会的会议记录及报告向董事会全体成员传阅。

Publication of the terms of reference of the Compliance Committee

刊登合规委员会职权范围

1. The terms of reference of the Compliance Committee shall be posted on the website of the Company and will be made available upon request.
薪酬委员会的职权范围应登载于本公司网站上，及只要在有人要求时，便提供有关资料。

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Others

其它事项

1. The chairman of the Compliance Committee or in his/her absence, another member of the Compliance Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting or any general meeting of the Company and be prepared to respond to questions at the annual general meeting or any general meeting on the Compliance Committee's activities and their responsibilities.

合规委员会的主席，或在该等委员会的主席缺席时由另一名委员（或如该名委员未能出席，则其适当委任的代表）应出席股东周年大会或任何股东大会，并在股东周年大会上或任何股东大会上回答有关合规委员会的职能及责任的提问。

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

合规委员会应获供给充足资源以履行其职责。

Note: "Senior management" shall refer to the same category of persons as referred to in the Company's annual report and is required to be disclosed under Rule 18.39 of the GEM Listing Rules.

注：“高级管理人员”指本公司年报内提及的同一类别的人士；按（《GEM 上市规则》第 18.39 条的规定），这类人士的身份须予以披露。

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