



Magontec Limited

Board Charter

海镁特有限公司

董事会章程

Approved: 23 February 2021

批准日期：2021 年 2 月 23 日

The terms of reference for this Board Charter were approved by the Magontec Limited (MGL) Board on the 23rd February 2021.

该《董事局章程》的职责任务已由海镁特有限公司董事会在 2021 年 2 月 23 日决议批准。

The primary language of this document is English, and will prevail over the Chinese version should there be a difference between the two versions.

该文件将以英语为主要语言。若中文版和英文版文本之间存在任何差异，将以英文版文本为准。

Board of Directors

Responsibilities

The Board's responsibilities include:

董事局的责任包括：

- Ensuring there are strong business controls and ethical standards/policies of behavior, including oversight of corporate governance processes
确保集团的业务运作、道德标准和行为准则得到合理控制，包括监控公司的治理
- Ensuring the significant risks facing the business have been identified and appropriate and adequate control monitoring and reporting mechanisms are in place including policies relating to continuous disclosure
确保业务运行所面临的重大风险被及时发现、认知、和得到充分监控，设立风险报告机制，包括持续披露风险的相关政策。
- Determining strategic directions and establishing goals for management and monitoring performance against these goals and objectives.
确定战略方向，为管理层设立业务目标及监督是否到达目标的业务表现。
- Appointing the Chairman and Chief Executive Officer or equivalent, evaluating performance and determining the remuneration of the Chief Executive Officer and senior executives.
任命董事局主席和首席执行官或同等职位的人，评估首席执行官和其他高层管理人员的工作表现和确定他们的薪酬
- Ensuring there are policies and procedures for recruitment, training, remuneration and succession planning.
确保有合理的政策和程序来管理雇佣、培训、确定薪酬、及工作交接。
- Approving budgets and major capital expenditure
审批预算和重要的资本投资

Management's responsibilities include:

管理层的责任包括：

- Implementation of resolutions by the Board and the strategic direction determined by the board within the framework of the company's risk appetite
执行董事局决议，执行董事局根据公司风险管理框架确定的战略目标
- Day to day operation and administration of the company

公司的日常运作管理

- Providing accurate, timely and clear information to enable the board to perform its responsibilities
向董事局提供及时、准确、清晰的信息，以便董事局行使董事局职责做正确决定

Composition of the Board

If a vacancy occurs on the Board, or if the size of the Board is to be increased, the Board will identify the experience, expertise and other qualities sought and identify appropriate candidates. The Remuneration & Appointments Committee considers these matters in concert with the Board.

如果董事局出现空缺，或董事局扩大，董事局定义所需的经验、技能和其它所需资格寻找董事候选人。薪酬和任命委员会代表董事局考虑相关事宜。

The Board reviews the mix of experience, expertise and other qualities of the Directors. In addition to its current skills base, the Board might seek new Directors with understanding of industrial marketing and manufacturing processes and other relevant skills.

董事局对董事的经验、技能和其它资格进行评估。除了现有的技能外，董事局会考虑选择能了解工业市场和制造程序及其它相关技能的新董事。

ATTENDANCE AT MEETINGS 出席会议

- The Board may meet by telephone or other instantaneous means of communication.
委员会可通过电话或其它实时的通讯手段召开会议
- The Chairman of the Board may extend invitations to other attendees as appropriate.
如果适合，委员会主席邀请其他人员参加委员会会议

FREQUENCY 频率

The Board shall meet as necessary to carry out its duties. Generally, this occurs on a monthly or bi monthly basis.

委员会应在必要的时候开会以便履行其职责。通常，会议每月举行一次或每两个月举行一次。

REPORTING PROCEDURES 汇报程序

The Secretary shall distribute the minutes of meetings of the Board to all members of the Board.

秘书应向董事局所有成员发放委员会的开会纪要。

The Chief Executive or equivalent reports directly to the Board of Magontec Limited.

执行主席或同等人员直接向海镁特董事局汇报。

COMMITTEES OF THE BOARD

董事局委员会

To assist in the execution of these responsibilities, the Board of MGL has established the following committees:

为协助执行这些职责，海镁特董事局已成立了以下委员会：

- a) Finance, Audit & Compliance (FAC) Committee;
财务、审计和合规委员会（FAC）；
- b) Remuneration & Appointments (REM) Committee; and
薪酬和任命委员会（REM）； 以及
- c) Business Risk Committee (BRC)
业务风险委员会（BRC）

These are governed by separate charters.

这些委员会均有各自的章程。