

Prosper Construction Holdings Limited

瑞港建設控股有限公司

(the “Company” / 「本公司」)

Terms of reference of the Risk Management Committee (the “Committee”)
of the Board (the “Board”) of Directors (the “Directors”) of the Company

董事（「董事」）會（「董事會」）風險管理委員會（「委員會」）

權責範圍及程序

(中文本為翻譯稿，僅供參考用)

<p><u>1. Constitution</u></p> <p>1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 June 2016.</p> <p><u>2. Membership</u></p> <p>2.1 Members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors.</p> <p>2.2 The Chairman of the Committee shall be appointed by the Board.</p> <p>2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.</p> <p>2.4 The appointment of the members 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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.</p> <p><u>3. Proceedings of the Committee</u></p> <p>3.1 <i>Notice:</i></p> <p>(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. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the</p>	<p><u>組成</u></p> <p>本委員會是按本公司董事會於 2016 年 6 月 22 日會議通過成立。</p> <p><u>成員</u></p> <p>委員會成員由董事會從董事中挑選，委員會人數最少 3 名，而大部份之成員須為本公司的獨立非執行董事。委員會主席由董事會委任。</p> <p>本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席的委員會將在他們當中選出秘書或委任其他人擔任秘書。</p> <p>經董事會及委員會分別通過決議，方可委任額外的委員會的成員、更替或罷免委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。</p> <p><u>會議程序</u></p> <p><u>會議通知:</u></p> <p>(a) 除非委員會全體成員（口頭或書面）同意，召開委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將被視為其放棄受到定期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，以會議還沒有得到正確地召開為理由地，反對會議處理任何事項。</p>
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transaction of any business on the grounds that the meeting has not been properly convened.

(b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, 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 any usual electronic communication means or in such other manner as the Committee members may from time to time determine.

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

(d) Notice of meeting shall state the time and place of the meeting. 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

3.2 *Quorum*: The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive Directors.

3.3 *Frequency*: The Committee shall meet at least once a year as appropriate and otherwise as required and the Committee chairman shall convene a Committee meeting upon the request of any Committee member who considers it necessary, subject to satisfaction of the quorum of two members as is required for the transaction of Committee business.

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

4. Written resolutions

3.6 A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

(b) 任何委員會成員或委員會秘書（應委員會任何成員的請求時）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、電話或任何常用的電子溝通媒介或其他委員會成員不時議定的方式發出予各委員會成員。

(c) 以口頭方式作出的會議通知，應盡快（及在會議召開前）以書面方式確實。

(d) 會議通告必須說明開會的時間、地點。議程及隨附有關文件一般在預期召開委員會會議前 7 天（無論如何不少於 3 天）（或其他經所有委員同意的其他時段）送達各成員參閱。

法定人數：法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

開會次數：每年須適當及根據規定最少開會一次，如任何成員認為有需要，委員會主席須按照要求召開會議，惟就處理委員會事務而言必須符合兩位成員的法定人數。

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

書面決議

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

委任代表

委員會成員不能委任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “Group”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) 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
- (c) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

7. Duties

7.1 The duties of the Committee shall be to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems for the purpose of dealing with identified risks, safeguarding its assets, preventing and detecting fraud, misconduct and loss, ensuring the accuracy of its financial reports and achieving compliance with applicable laws and regulation and to oversee management in the design, implementation and monitoring of the risk management and internal control systems on an ongoing basis. The Committee shall ensure that the review of the effectiveness of the Company’s and its subsidiaries’ risk management and internal control systems, which shall be conducted at least annually, is adequately resourced. The scope of the review should cover all material controls, including financial, operational and compliance controls, and should, in particular, consider:

- (a) the changes, since the last annual review, in the nature and extent of significant risks (including ESG risks), and the Company’s ability to respond to changes in its business and the external environment;
- (b) the scope and quality of management’s ongoing monitoring of risks (including ESG risks) and of the internal control systems, and where applicable, the

委員會的權力

委員會可以行使以下權力：

- (a) 要求本公司及其任何附屬公司(合稱「本集團」)的任何僱員及專業顧問，提供委員會為執行其職責而需要的任何資料，並提交報告、出席委員會會議及提供所需資料及解答委員會提出之問題；
- (b) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及
- (c) 使委員會能合理地執行本職權範圍第七章所列的職責，行使其認為有需要及有益的權力。

本公司應提供充足資源予委員會以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

委員會的責任

委員會應確保本公司設有並維持適當及有效的風險管理及內部監控系統，以處理所識別的風險、保障本公司資產、預防及偵測詐騙、不當行為和損失、確保本公司財務報告準確無誤以及遵守適用法律及規例，並應持續監督管理層對風險管理及內部監控系統的設計、實施及監察。委員會應確保有足夠的資源就本公司及其附屬公司的風險管理及內部監控系統的效能進行（至少每年一次）的檢討。檢討範圍應涵蓋所有重大監控措施，包括財務、營運及合規監控措施，其中應特別考慮：

- (a) 自上年檢討後，重大風險（包括環境、社會及管治風險）的性質及嚴重程度的轉變、以及本公司應付其業務轉變及外在環境轉變的能力；
- (b) 管理層持續監察風險（包括環境、社會及管治風險）及內部監控系統的

- work of its internal audit function and other assurance providers;
- (c) the extent and frequency of communication of monitoring results to the Board (or Board committee(s)) for the purposes of assessing the adequacy and the effectiveness of the Company's risk management and internal control systems;
- (d) significant control failings or weaknesses identified during the review of the risk management and internal control systems, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition, and any remedial measures taken to address such control failings or weaknesses;
- (e) the effectiveness of the Company's processes for financial reporting and Listing Rule compliance; and
- (f) the adequacy of resources (internal and external) for designing, implementing and monitoring the risk management and internal control systems, including staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, and financial reporting functions, as well as those relating to the Company's ESG performance and reporting.

8. Reporting procedures

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest.
- 8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Such minutes shall be open for inspection by Directors upon request.
- 8.3 The secretary of 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

- 工作範疇及素質，及（如適用）內部審核功能及其他保證提供者的工作；
- (c) 向董事會（或其轄下委員會）傳達監控結果的詳盡程度及次數，以助董事會評核本公司的風險管理及內部監控系統是否充足及有效；
- (d) 檢討風險管理及內部監控系統期間發現的重大監控失誤或弱項，以及因此導致未能預見的後果或緊急情況的嚴重程度，而該等後果或情況對本公司的財務表現或情況已產生、可能已產生或將來可能會產生的重大影響，以及為解決有關監控失誤或弱項而採取的任何措施；
- (e) 本公司有關財務報告及遵守《上市規則》規定的程序是否有效；及
- (f) 本公司用於設計、實施及監察風險管理及內部監控系統的內部及外部資源（包括員工資歷及經驗、培訓課程以及本公司在會計、內部審核及財務匯報職能方面的預算）以及與本公司環境、社會及管治表現和匯報相關的資源是否足夠。

會議紀錄及書面決議的傳閱

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會成員將不計入法定人數內，而相關委員就他或其任何連絡人有重大利益的委員會決議必需放棄投票。

委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間（一般指委員會會議結束後的 14 天內）內先後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。會議紀錄須按要求提供給予董事查閱。

named basis, at meetings held during that financial year.

9. Reporting responsibilities

The Committee shall report to the Board after each meeting.

10. Annual general meeting

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

11. Continuing application of the articles of association of the Company

11.1 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.

12. Powers of the Board

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, 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.

13. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

Last update: 27 March 2026

委員會秘書應就本公司財政年度內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

匯報責任

委員會應於每次委員會會議後向董事會作出匯報。

股東週年大會

委員會的主席，或在委員會主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）應出席股東週年大會，並就委員會的活動及其職責在股東週年大會上回應問題。

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

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公司章程及上市規則的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

委員會職權範圍的刊登

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

最近更新：2026年3月27日