

Skymission Group Holdings Limited
天任集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1429)

COMPLIANCE COMMITTEE
TERMS OF REFERENCE

1 ***Introduction***

The Compliance Committee of the Company (“CC”) was established by resolutions of the board (the “**Board**”) of directors (the “**Directors**”) of Skymission Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

2 ***Objectives***

The CC was appointed by the Board to:

- (a) ensure that the Group is in compliance with prevailing statutory requirements, guidelines, regulations and best practice codes of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Securities and Futures Commission and other regulators and quasi government bodies;
- (b) exercise general management oversight on compliance, as well as ensure the adequacy and effectiveness, of regulatory compliance procedures and systems and the Group’s internal policies;
- (c) develop, enhance and maintain the Group’s compliance culture with regular training, policies and procedures to raise the compliance awareness of staff; and
- (d) review and monitor the corporate governance functions and duties so as to ensure a high standard of corporate governance practices in the Group.

3 ***Composition***

- 3.1 The CC shall comprise at least three members.
- 3.2 The chairman of the CC shall be appointed by the Board.
- 3.3 The CC preferably consists of at least one independent non-executive Director.

3.4 If a member of the CC for any reason ceases to be a member with the result that the number of members is reduced to below three, the Board shall, within three months of that event, appoint a new member having the appropriate qualifications.

4 *Responsibilities and Authorities*

4.1 The responsibilities and authorities of the CC shall ensure the proper compliance with the laws and regulations relevant to Group's operations.

4.2 The duties of the CC shall include, but not limited to, the following:-

- (a) supervise the auditor (the "**Auditor**") engaged by the Group and liaise with the Auditor to ensure proper compliance of the Group;
- (b) 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 from the Auditor and/or professional advisors engaged by the Group, if applicable);
- (c) liaise with relevant government authorities and statutory bodies to ensure proper compliance of the Group;
- (d) handle all the complaints or suggestions from the employees of the Group;
- (e) ensure compliance with the Company's internal control procedure manual and the relevant safety policies, and make relevant compliance-related recommendations to the Board from time to time;
- (f) make recommendations on review measures to the Board to improve the health and safety of workers of the Group;
- (g) make recommendations to review measures to the Board to monitor the safety policy, procedures and systems of the Group;
- (h) review and approve management's compliance proposal with reference to the Board's corporate goals and objectives;
- (i) review and approve action plan from relevant party(ies) which sets forth results of risk assessment, recommendations and proposed schedule of implementation for such policies and controls;
- (j) review and approve report from relevant party(ies) which certifies that the Company has put in place compliance policies and controls and report on the content and action plan for any remedial measures necessary to address gaps;
- (k) ensure compliance with the requirements of the publication of financial information of the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**");
- (l) review and monitor the training and continuous professional development of Directors and senior management;

- (m) develop, review and monitor the codes of conduct applicable to employees and Directors;
- (n) ensure that key employees have been trained on the details of the Company's internal control procedure manual and the relevant safety policies;
- (o) review the Company's compliance with the Corporate Governance Code and the Environmental, Social and Governance ("ESG") Reporting Guide set out in the Listing Rules;
- (p) to make recommendations to the ESG committee of the Company (the "ESG Committee") from time to time in relation to ESG findings, reporting or compliances;
- (q) review the annual corporate governance report and make recommendations to the ESG report as prepared by the ESG Committee annually for the Board's consideration and approval for disclosure;
- (r) prepare and submit a summary report every half-yearly to the Board on the overall compliance performance and corporate governance practices of the Group. A copy of the summary report will be sent to the audit committee of the Company for its information;
- (s) together with the company secretary of the Company, ensure continuous training is provided to the Directors and senior management on their continuous duties and obligations under the Listing Rules; and
- (t) review the Company's compliance with the Employment Ordinance (Cap. 57 of the Laws of Hong Kong) and make recommendations on review measures for the Board's consideration and approval.

5 *Meetings*

- 5.1 The CC shall meet at least twice a year at such time and place as it may elect. Additional meetings may be called, when necessary, by any member of the CC.
- 5.2 Two members of the CC shall form a quorum for the meeting.
- 5.3 Three days' notice shall be given for all CC meetings. Members may consent to shorter notice or waive notice of any meeting.
- 5.4 The chairman of the CC shall preside at all meetings. In the absence of the chairman, the members present shall choose one of the members to be the chairman of the meeting.
- 5.5 The Chairman shall invite, as he/she considers appropriate, executive Directors, any member of staff, external auditors or any person within the Committee's authority to attend the meeting.

- 5.6 The company secretary of the Company shall be the secretary of the CC. In the absence of the secretary, the CC may appoint another person to be the secretary of the meeting.
- 5.7 Members may participate in a meeting by means of a telephone conference or similar communications equipment by means of which all members participating in the meeting can hear each other, without a member being in the physical presence of another member or members, and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 5.8 All decisions made at any meeting shall be determined by unanimity of votes.
- 5.9 A member of the CC shall not participate in the deliberations of the CC if he/she has an interest in the subject of the matter being deliberated.
- 5.10 The CC shall cause minutes of all proceedings of CC meetings to be entered in books kept for that purpose and the minutes shall be signed by the chairman of the meeting. Draft and final versions of such minutes should be sent to all members for their comment and records within a reasonable time after the meeting.
- 5.11 The books containing the minutes of proceedings of CC meetings shall be kept by the duly appointed secretary of the meeting and shall be open to the inspection of any Director.
- 5.12 A resolution in writing signed by all of the members and constituting a quorum shall be as effective as a resolution duly passed at a meeting of the CC and may consist of several documents in the like form, each signed by one or more members.
- 5.13 A decision shall be considered made if the agreement and/or approval in writing is signed by all of the members entitled to participate in the decision.

6 ***Reporting Responsibilities***

The CC shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

7 ***Annual General Meeting***

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

Adopted by the Board on 7 September 2020.