



晨訊科技集團有限公司  
（“本公司”）  
**SIM TECHNOLOGY GROUP LIMITED**  
（“Company”）

（“Company”，together with its subsidiaries, the “Group”）  
（「本公司」，連同其附屬公司，合稱為「本集團」）

有關董事會獲得獨立觀點的政策  
（“本政策”）

**POLICY IN RELATION TO INDEPENDENT VIEWS AVAILABLE TO THE BOARD**  
（“Policy”）

1. 目的  
**PURPOSE**

本政策旨在確保本公司的董事會（「**董事會**」）可以獲得獨立觀點和意見。  
This Policy aims at ensuring independent views are available to the board of directors（“**Board**”）of the Company.

2. 有關獨立非執行董事的要求  
**REQUIREMENTS IN RELATION TO INDEPENDENT NON-EXECUTIVE DIRECTORS**

- 2.1 為確保董事會可獲得獨立觀點和意見，本公司所委任的獨立非執行董事（「**獨立非執行董事**」）必須占董事會成員人數至少三分之一，且董事會必須包括至少三名獨立非執行董事及至少其中一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。【**上市規則3.10及3.10A**】

To ensure that independent views are available to the Board, the Company shall appoint independent non-executive directors of the Company（“**INEDs**”）representing at least one-third of the Board, and the Board must have at least three INEDs and at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise. [**Listing Rules 3.10 and 3.10A**]

- 2.2 獨立非執行董事須符合《香港聯合交易所有限公司（「**聯交所**」）證券上市規則》（「**上市規則**」）內所列有關獨立非執行董事的獨立性的準則。就此而言，每名獨立非執行董事須在獲委任為董事時分別向本公司及聯交所按上市規則內所列的獨

立性準則以書面形式確認其獨立性。日後若情況有任何變動以致可能會影響其獨立性，每名獨立非執行董事須在切實可行的範圍內儘快通知本公司及聯交所。每名獨立非執行董事每年均須向本公司確認其獨立性，而本公司亦須每年評估獨立非執行董事的獨立性，當中特別要確定有關董事仍具有出任獨立非執行董事一職所需的品格及判斷力，可以繼續對本公司的管理層及董事會作出的假設及意見提出客觀及有建設性的異議。【上市規則 3.13】

The INEDs shall satisfy the independence criteria under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). In this connection, each INED is required to confirm in writing to the Company and the Stock Exchange his/her independence upon his/her appointment as a director of the Company with reference to the independence criteria in the Listing Rules. Each INED is also required to inform the Company and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his/her independence and must provide an annual confirmation of his/her independence to the Company. An annual review shall be conducted by the Company to assess the continuing independence of INEDs, with attention to ensuring that they remain independent in character and judgement, and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by the management and the Board. [Listing Rules 3.13]

- 2.3 獨立非執行董事須按其角色及董事會職責向本公司投入足夠時間並作出貢獻。  
【新《企業管治守則》B.1 原則】

The INEDs shall devote sufficient time and make contributions to the Company that are commensurate with their role and Board responsibilities. [New CG Code Principle B.1]

- 2.4 獨立非執行董事作為與其他董事擁有同地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。一般而言，他們並應出席股東大會，以使其對本公司股東的意見有全面、公正的瞭解。【新《企業管治守則》C1.6】

The INEDs are equal Board members and should give the Board and any Board committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally, they should also attend general meetings to gain and develop a balanced understanding of the views of the Shareholders. [New CG Code C1.6]

- 2.5 獨立非執行董事須透過提供獨立、富建設性及有根據的意見對本公司制定策略及政策作出正面貢獻。【新《企業管治守則》C1.7】

The INEDs should make a positive contribution to the development of the Company’s strategy and policies through independent, constructive and informed comments. [New CG Code C1.7]

- 2.6 獨立非執行董事應分配足夠的時間來履行其職責，因此，除非肯定自己可投入足夠的時間及精力處理有關工作，否則不應貿然接受獨立非執行董事的任命。此外，同時兼任多家公司董事職務的獨立非執行董事，應確保自己可向每個董事會和董事會委員會

投入足够的關注。【《董事會及董事企業管治指引》第6頁】

The INEDs should allocate sufficient time to discharge their responsibilities and should not accept an invitation to serve as an INED on the Board unless they can devote adequate time and effort to the work involved. Furthermore, INEDs sitting on multiple boards of directors of listed companies will need to ensure that they devote sufficient time and dedicate adequate attention to each board and board committee. [*Corporate Governance Guide for Board and Directors page 6*]

2.7 獨立非執行董事在董事會有著重要的角色，並應該：

The INEDs shall play an important role on the Board and are expected to:

(a) 時刻掌握有關本公司業務的最新信息，參與監察本公司在實現既定企業目的及目標的表現，並監督相關彙報；  
keep up-to-date with the Company's business affairs and be involved in scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitor performance reporting;

(b) 在涉及策略、政策、公司表現、問責性、資源、主要委任及操守準則等事宜上，提供獨立的意見，以及協助審閱董事會的部分主要決策及本公司有關企業目標的表現，並監督相關彙報；

bring independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, and help review some of the Board's major decisions and the Company's performance in relation to corporate goals, and monitor performance reporting;

(c) 在出現潛在利益衝突時發揮牽頭引導作用；及  
take the lead where potential conflicts of interest arise; and

(d) 應邀擔任審核、薪酬、提名及其他董事會的管治委員會成員。

serve on the audit, remuneration, nomination and other governance committees of the Board, if invited.

【《董事會及董事企業管治指引》第5頁】

[*Corporate Governance Guide for Board and Directors page 5*]

2.8 獨立非執行董事應至少每年與董事會的主席舉行一次沒有其他董事出席的會議。

【新《企業管治守則》C2.7】

The INEDs shall at least annually attend meeting with the Chairman of the Board without the presence of other Directors. [*New CG Code C2.7*]

3. 檢討和報告

**REVIEW AND REPORTING**

董事會應每年檢討本政策以及本政策的實施及有效性，並在公司年度報告中的《企業管治報告》中披露本政策。【新《企業管治守則》B1.4】

The Board shall review this Policy as well as the implementation and effectiveness of this Policy on an annual basis, and disclose in the Company's corporate governance report in the Company's annual report details of this Policy. *[New CG Code B1.4]*