



Huajin International Holdings Limited
華津國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code:2738)

COMPLIANCE COMMITTEE
TERMS OF REFERENCE

Constitution

1. The board of directors (the “**Board**”) of Huajin International Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Compliance Committee (the “**Committee**”) at a meeting held on 20 May 2024.

Membership and Quorum

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company (“**INEDs**”). A quorum shall be two members.
3. The chairman of the Committee shall be the chairman or vice chairman of the Board or an INED,
4. The Board may by a separate resolution withdraw the appointment of the Members or the secretary of the Committee or appoint additional Members.

Secretary

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

Frequency of meetings

6. Meetings shall be held not less than once a year. The Committee members may also call any meetings at any time when necessary or desirable.

Notice of meetings

7. Notice of any meetings shall be given to all Members at least two days before the meeting, unless all Members unanimously waive such notice.

Vote

8. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present. In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

Written resolutions

9. Resolutions of the Committee may be passed by all Members in writing.

Authority

10. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
11. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

Duties

12. The duties of the Committee shall be:
 - (a) to oversee the regulatory compliance with all relevant rules and regulations applicable to the Company and its subsidiaries (the "**Group**"), including but not limited to, the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Securities and Futures Ordinance, and the Companies Ordinance;
 - (b) to assist the Board in managing compliance requirements related to notifiable transactions, connected transactions and other ongoing obligations of the Group as stipulated by the Listing Rules;
 - (c) to develop, review, approve and monitor the Group's policies and practices on corporate governance and making recommendations to the Board;
 - (d) to recommend remedial actions to be taken (if any) by the Group in the event any non-compliance is discovered;
 - (e) to monitor the training and continuous professional development of Directors and senior management of the Company and its subsidiaries; and
 - (f) to address and deal with such matters as may be delegated by the Board to the Committee.

Reporting Procedures

13. The Secretary or his representative should circulate the minutes of meetings and reports of the Committee to all members of the Board.
14. The Committee should report to the Board of its findings, decisions and recommendations.
15. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

Annual general meeting

16. The chairman of the Committee or another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' enquiries on the Committee's activities and their responsibilities.

Adopted on 20 May 2024

Notes: If there are any discrepancies between the Chinese and English version, the English version shall prevail.