

IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

董事證券買賣守則

Directors' Securities Dealing Required Standard of Dealings

IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED (THE “COMPANY”)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

| | <p>In Technical Productions Holdings Limited</p> <p><u>REQUIRED STANDARD OF DEALINGS PURSUANT TO RULES 5.46 TO 5.67 OF THE GEM LISTING RULES (THE “REQUIRED STANDARD OF DEALINGS”)</u></p> | <p>In Technical Productions Holdings Limited</p> <p><u>根據創業板上市規則第 5.47 至 5.67 條交易必守標準 (“交易必守標準”)</u></p> |
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| 1. | <p>The Company has adopted Rules 5.46 to 5.67 of the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (with certain modifications) as its own required standard of dealings. The Required Standard of Dealings is attached.</p> | <p>本公司已採納香港聯合交易所有限公司 (“聯交所”)創業板證券上市規則 (《創業板上市規則》) 第 5.47 至 5.67 條(經作出若干修訂)作為本公司的交易必守標準。隨附為交易必守標準。</p> |
| 2. | <p>The Required Standard of Dealings applies to all directors of the Company (the “Director”) and to all employees to whom the Required Standard of Dealings is given and who are informed that they are subject to its provisions.</p> | <p>交易必守標準適用於獲發交易必守標準文本的本公司的所有董事 (“董事”)及僱員，及獲通知須遵守交易必守標準規定的人士。</p> |
| 3. | <p>The Required Standard of Dealings applies to dealings in securities (as defined in the Required Standard of Dealings).</p> | <p>交易必守標準適用於交易必守標準文本中訂義為證券的交易。</p> |
| 4. | <p>You must comply strictly with the terms of the Required Standard of Dealings. Any breach of the Required Standard of Dealings will be regarded as a very serious disciplinary matter and as a breach of the GEM Listing Rules.</p> | <p>閣下必須嚴格遵守交易必守標準的規定，而違反交易必守標準將視作非常嚴重的違犯紀律行為及將被視作為違犯《創業板上市規則》。</p> |

| | <p style="text-align: center;">In Technical Productions Holdings Limited</p> <p style="text-align: center;"><u>REQUIRED STANDARD OF DEALINGS PURSUANT TO RULES 5.46 TO 5.67 OF THE GEM LISTING RULES (THE “REQUIRED STANDARD OF DEALINGS”)</u></p> | <p style="text-align: center;">In Technical Productions Holdings Limited</p> <p style="text-align: center;"><u>根據創業板上市規則第 5.47 至 5.67 條交易必守標準 (“交易必守標準”)</u></p> |
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| 5. | The spirit of the Required Standard of Dealings, as well as its letter, must be complied with. | 閣下必須遵守交易必守標準的字面意義，以及其精神。 |
| 6. | Directors and employees of the Company and/or its subsidiaries (collectively, the “ Group ”) who deal in securities of the Company must also comply with Part XV of the Securities and Futures Ordinance, Parts XIII and XIV of the Securities and Futures Ordinance and the Hong Kong Code on Takeovers and Mergers (the “ Takovers Code ”). | 買賣本公司證券的本公司及/或其附屬公司(統稱” 本集團 ”)的董事及僱員亦必須遵守《證券及期貨條例》第 XV 部、《證券及期貨條例》第 XIII 及 XIV 部及《香港收購及合併守則》(“ 收購守則 ”)。 |
| 7. | If you have any questions about the Required Standard of Dealings or the requirements of any of the legislation or code referred to in paragraph 6 above, you should contact the company secretary of the Company (the “ Company Secretaries ”). | 倘閣下對交易必守標準或上述第 6 段所提及的任何法例或守則的規定有任何疑問，閣下應諮詢本公司的公司秘書(“ 公司秘書 ”)。 |

THE REQUIRED STANDARD OF DEALINGS
交易必守標準

NOTE:

If you are an employee (other than a Director) to whom the Required Standard of Dealings applies, it applies to you as if you were a “Director” wherever the word appears below.

注意：

倘閣下為交易必守標準所適用的僱員（但並非本公司董事），交易必守標準即適用於閣下，猶如閣下為一名董事（無論該詞在下文何處出現）。

In case of inconsistency, the English version of the Required Standard of Dealings shall prevail.

交易必守標準以英文本為準。

| <u>Basic Principles</u> | | <u>基本原則</u> |
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| 1. | The Required Standard of Dealings (both the basic principles and the rules) sets out the required standard against which Directors must measure their conduct regarding transactions in securities of the Company. Any breach of such required standard will be regarded as a breach of the GEM Listing Rules. A Director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Required Standard of Dealings. | 交易必守標準(基本原則及規則)列載董事於買賣本公司的證券時用以衡量其本身操守的所需標準。違反這些標準將被視作違反《創業板上市規則》。董事須儘量保證，其擁有或被視為擁有權益的所有交易均按交易必守標準進行。 |
| 2. | The Company may adopt its own code on terms no less exacting than those set out in the Required Standard of Dealings if it so wishes. Any breach of such code will not be a breach of the GEM Listing Rules unless it is also a breach of the required standard contained in the Required Standard of Dealings. | 本公司本身可自行採納一套比交易必守標準所列的所需標準更高的守則。除非有關違規行為同時違反交易必守標準的條文，否則，違反本公司自訂的守則並不構成違反《創業板上市規則》。 |
| 3. | The Stock Exchange regards it as highly desirable that Directors should hold securities in the Company. | 聯交所認為董事最好能持有本公司的證券。 |

| <u>Basic Principles</u> | <u>基本原則</u> |
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| <p>4. Directors wishing to deal in any securities in the Company must first have regard to the provisions of Parts XIII and XIV of the Securities and Futures Ordinance with respect to insider dealing and market misconduct. However, there are occasions where Directors should not be free to deal in the Company's securities even though the statutory requirements will not be contravened.</p> | <p>欲買賣本公司證券的董事應先注意《證券及期貨條例》第 XIII 及 XIV 部所載有關內幕交易及市場不當行為的條文。然而，在若干情況下，即使有關董事並無觸犯法定條文，該董事仍不可隨意買賣本公司的證券。</p> |
| <p>5. The single most important thrust of the Required Standard of Dealings is that Directors who are aware of or privy to any negotiations or agreements related to intended acquisitions or disposals by the Group which are notifiable transactions under Chapter 19 of the GEM Listing Rules or connected transactions under Chapter 20 of the GEM Listing Rules or any inside information must refrain from dealing in the Company's securities as soon as they become aware of them or privy to them until the information has been announced. Directors who are privy to relevant negotiations or agreements or any inside information should caution those Directors who are not so privy that there may be inside information and that they must not deal in the Company's securities for a similar period.</p> | <p>交易必守標準最重要的作用，在於規定：凡董事知悉、或參與本集團收購或出售事項（《創業板上市規則》第 19 章界定為須予公佈的交易、《創業板上市規則》第 20 章界定的關連交易，或涉及任何內幕消息者）的任何洽談或協議，該董事必須自其開始知悉或參與該等事項起，直至有關資料公佈為止，禁止買賣本公司的證券。參與該等洽談或協議、又或知悉任何內幕消息的董事應提醒並無參與該等事項的其他董事，倘有內幕消息，而他們亦不得在同一期間買賣本公司的證券。</p> |
| <p>6. In addition, a Director must not make any unauthorised disclosure of confidential information, whether to co-trustees or to any other person (even those to whom he owes a fiduciary duty) or make any use of such information for the advantage of himself or others.</p> | <p>此外，如未經許可，董事不得向共同受託人或任何其他人士（即使是該等董事須向其履行受信責任的人士）披露機密資料、或利用該等資料為其本人或其他人士謀取利益。</p> |

| <u>Basic Principles</u> | <u>基本原則</u> |
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| <p>7. For the purpose of the Required Standard of Dealings:</p> <p>(a) “dealing” includes, subject to paragraph (d) below, any acquisition, disposal or transfer of, or offer to acquire, dispose of or transfer, or creation of pledge, charge or any other security interest in, any securities of the Company or any entity whose assets solely or substantially comprise securities of the Company, and the grant, acceptance, acquisition, disposal, transfer, exercise or discharge of any option (whether call, put or both) or other right or obligation, present or future, conditional or unconditional, to acquire, dispose of or transfer securities, or any interest in securities, of the Company or any such entity, in each case whether or not for consideration and any agreements to do any of the foregoing, and “deal” shall be construed accordingly;</p> <p>(b) “beneficiary” includes any discretionary object of a discretionary trust (where the director is aware of the arrangement) and any beneficiary of a non-discretionary trust;</p> <p>(c) “securities” means listed securities and any unlisted securities that are convertible or exchangeable into listed securities and structured products (including derivative warrants), such as those described in Chapter 15A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, issued in respect of the listed securities of the Company;</p> | <p>就交易必守標準而言：</p> <p>(a) 除下列(d)段所載的情況外，「交易」或「買賣」包括：不論是否涉及代價，任何購入、出售或轉讓本公司的證券、或任何實體（其唯一或大部分資產均是本公司的證券）的證券、或提供或同意購入、出售或轉讓該等證券、或以該等證券作出抵押或押記、或就該等證券產生任何其他證券權益，以及有條件或無條件授予、接受、收購、出售、轉讓、行使或履行現在或將來的任何期權（不論是認購或認沽或兩者兼備的期權）或其他權利或責任，以收購、出售或轉讓本公司或上述實體的證券或該等證券的任何證券權益；而動詞「交易」或「買賣」亦應作相應解釋；</p> <p>(b) 「受益人」包括任何全權信託的全權物件（而董事是知悉有關安排），以及任何非全權信託的受益人；</p> <p>(c) 「證券」指上市證券、可轉換或交換成上市證券的非上市證券，以及如《香港聯合交易所有限公司證券上市規則》第15A章所述，以本公司的上市證券為基礎所發行的結構性產品（包括衍生權證）；</p> |

| <u>Basic Principles</u> | <u>基本原則</u> |
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| <p>(d) notwithstanding the definition of “dealing” in paragraph (a) above, the following dealings are not subject to the provisions of the Required Standard of Dealings:</p> <p>(i) taking up of entitlements under a rights issue, bonus issue, capitalisation issue or other offer made by the Company to holders of its securities (including an offer of shares in lieu of a cash dividend) but, for the avoidance of doubt, applying for excess shares in a rights issue or applying for shares in excess of an assured allotment in an open offer is a “dealing”;</p> <p>(ii) allowing entitlements to lapse under a rights issue or other offer made by the Company to holders of its securities (including an offer of shares in lieu of a cash dividend);</p> <p>(iii) undertakings to accept, or the acceptance of, a general offer for shares in the Company made to shareholders other than those that are concert parties (as defined under the Takeovers Code) of the offeror;</p> <p>(iv) exercise of share options or warrants or acceptance of an offer for shares pursuant to an agreement entered into with the Company before a period during which dealing is prohibited under the Required Standard of Dealings at the pre-determined exercise price, being a fixed monetary amount determined at the time of grant</p> | <p>(d) 儘管上述(a)段對「交易」或「買賣」已有所界定，下列「交易」或「買賣」並不受交易必守標準所規限：</p> <p>(i) 在供股、紅股發行、資本化發行或本公司向其證券持有人提供的要約（包括以股份取代現金派息的要約）中認購或接受有關的權利；但為免產生疑問，申請供股中的超額股份或在公開發售股份申請超額配發的股份則被視作為「交易」或「買賣」；</p> <p>(ii) 在供股或本公司向其證券持有人提供的其他要約（包括以股份取代現金派息的要約）中放棄認購或放棄接受有關的權利；</p> <p>(iii) 接受或承諾接受收購要約人向股東（與收購者「被視為一致行動」人士（定義見《公司收購及合併守則》）的股東除外）提出全面收購本公司的股份；</p> <p>(iv) 以預定價行使股份期權或權證，或根據與本公司訂定的協議去接納有關出售股份要約，而該協議的訂定日期，是在交易必守標準禁止進行買賣期之前所簽訂的；而預定價是在授予股份期權或權證或接納股份要約時所訂的固定金額；</p> |

| <u>Basic Principles</u> | <u>基本原則</u> |
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| <p>of the share option or warrant or acceptance of an offer for shares;</p> <p>(v) an acquisition of qualification shares where, under the Company’s constitutional documents, the final date for acquiring such shares falls within a period when dealing is prohibited under the Required Standard of Dealings and such shares cannot be acquired at another time;</p> <p>(vi) dealing where the beneficial interest or interests in the relevant security of the Company do not change;</p> <p>(vii) dealing where a shareholder places out his existing shares in a “top-up” placing where the number of new shares subscribed by him pursuant to an irrevocable, binding obligation equals the number of existing shares placed out and the subscription price (after expenses) is the same as the price at which the existing shares were placed out; and</p> <p>(viii) dealing where the beneficial ownership is transferred from another party by operation of law.</p> | <p>(v) 購入資格股，而又符合以下條件：根據本公司的組織章程檔，購入該等資格股的最後日期是在交易必守標準所載的禁止進行買賣期之內，而該等股份又不能在另一時間購入；</p> <p>(vi) 本公司有關證券的實益權益或權益無變的交易；</p> <p>(vii) 股東以「先舊後新」方式配售其持有的舊股，而其根據不可撤銷及具約束力的責任認購的新股股數相等於其配售的舊股股數，認購價扣除開支後亦相等於舊股的配售價；及</p> <p>(viii) 涉及第三者依照法律的操作去轉移實益擁有權的交易。</p> |
| <p>8. For the purpose of the Required Standard of Dealings, the grant to a Director of an option to subscribe or purchase the Company’s securities shall be regarded as a dealing by him, if the price at which such option may be exercised is fixed at the time of such grant. If, however, an option is granted to a Director on terms whereby the price at which such option may be exercised is to be</p> | <p>就交易必守標準而言，如果董事獲授予期權／選擇權去認購或購買本公司的證券，而於授予期權／選擇權之時已訂下有關期權／選擇權的行使價格，則授予董事有關期權／選擇權將被視為該董事進行交易。然而，若按授予董事期權／選擇權的有關條款，在行使該期權／選擇權時方決定行使價格，則於行使有關期權／選擇權時方被視為進行交易。</p> |

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| <u>Basic Principles</u> | <u>基本原則</u> |
| fixed at the time of exercise, the dealing is to be regarded as taking place at the time of exercise. | |

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| <u>Rules</u> | <u>規則</u> |
| <u>A. Absolute Prohibitions</u> | <u>A. 絕對禁止：</u> |
| <p>1. A Director must not deal in any of the securities of the Company at any time when he possesses inside information in relation to those securities, or where clearance to deal is not otherwise conferred upon him under rule B.8 of the Required Standard of Dealings.</p> <p><i>Note: "Inside information" means information described in the GEM Listing Rules and the Securities and Futures Ordinance.</i></p> | <p>無論何時，董事如管有與本公司任何證券有關的內幕消息，或在尚未辦妥交易必守標準第 B.8 條所載進行交易的所需手續，均不得買賣該等證券。</p> <p>附注：「內幕消息」指《上市規則》及《證券及期貨條例》所指的資料。</p> |
| <p>2. A Director must not deal in the securities of the Company when by virtue of his position as a director of another listed issuer, he possesses inside information information in relation to those securities.</p> | <p>如董事以其作為另一上市發行人董事的身份管有與本公司證券有關的內幕消息，均不得買賣任何該等證券。</p> |
| <p>3. A Director must not deal in any securities of the Company on any day on which its financial results are published and:</p> <p>(a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and</p> | <p>在本公司刊發財務業績當天及以下期間，董事不得買賣本公司的任何證券：</p> <p>(a) 年度業績刊發日期之前 60 日內，或有關財政年度結束之日起至業績刊發之日止期間(以較短者為準)；及</p> |

| <u>Rules</u> | <u>規則</u> |
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| A. <u>Absolute Prohibitions</u> | A. <u>絕對禁止</u>： |
| <p>(b) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,</p> <p>unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in section C below. In any event the Director must comply with the procedure in rules B.8 and B.9 of the Required Standard of Dealings.</p> <p>The Company must notify the Stock Exchange in advance of the commencement of each period during which Directors are not allowed to deal under rule A.3(a) or (b) of the Required Standard of Dealings.</p> <p><i>Notes: Directors should note that the period during which they are not allowed to deal under rule A.3 of the Required Standard of Dealings will cover any period of delay in the publication of a results announcement.</i></p> | <p>(b) 刊發季度業績(如有)及半年度業績日期之前 30 日內, 或有關季度或半年度期間結束之日起至業績刊發之日止期間(以較短者為準),</p> <p>但如情況特殊(如第 C 部中所指的緊急財務承擔)則除外。在任何情況下, 董事均須遵守交易必守標準第 B.8 及 B.9 項所規定的程序。</p> <p>本公司必須在每次其董事因為 A.3(a)或(b)項的規定而不得買賣其證券的期間開始前, 預先通知聯交所。</p> <p><i>註: 董事須注意, 根據交易必守標準第A.3 條所規定的禁止董事買賣本公司證券的期間, 將包括延遲公佈業績的期間。</i></p> |
| 4. Where a Director is a sole trustee, the provisions of the Required Standard of Dealings will apply to all dealings of the trust as if | 若董事是唯一受託人, 交易必守標準將適用於有關信託進行的所有交易, 如同該董事是為其本人進行交易(但若有關董事是「被動 |

| <u>Rules</u> | <u>規則</u> |
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| A. <u>Absolute Prohibitions</u> | A. <u>絕對禁止</u>： |
| <p>he were dealing on his own account (unless the Director is a bare trustee and neither he nor any of his close associates is a beneficiary of the trust, in which case the provisions of the Required Standard of Dealings will not apply).</p> | <p>受託人」 (bare trustee)，而其或其緊密連絡人均不是有關信託的受益人，則交易必守標準並不適用)。</p> |
| <p>5. Where a Director deals in the securities of the Company in his capacity as a co-trustee and he has not participated in or influenced the decision to deal in the securities and is not, and none of his close associates is, a beneficiary of the trust, dealings by the trust will not be regarded as his dealings.</p> | <p>若董事以共同受託人的身份買賣本公司的證券，但沒有參與或影響進行該項證券交易的決策過程，而該董事本身及其所有緊密連絡人亦非有關信託的受益人，則有關信託進行的交易，將不會被視作該董事的交易。</p> |
| <p>6. The Required Standard of Dealings will be regarded as equally applicable to any dealings by the Director's spouse or by or on behalf of any minor child (natural or adopted) and any other dealings in which for the purposes of Part XV of the Securities and Futures Ordinance he is or is to be treated as interested. It is the duty of the Director, therefore, to seek to avoid any such dealing at a time when he himself is not free to deal.</p> | <p>交易必守標準對董事進行買賣的限制，同樣適用於董事的配偶或其任何未成年子女(包括親生或收養)或代該等子女所進行的交易，以及任何其他就《證券及期貨條例》第 XV 部而言，該董事在其中擁有或被視為擁有權益的交易。因此，董事有責任於其本身未能隨意買賣時，儘量設法避免上述人士進行任何上述買賣。</p> |
| <p>7. When a Director places investment funds comprising securities of the Company under professional management, discretionary or otherwise, the managers must nonetheless be made subject to the same restrictions and procedures as the Director himself in respect of any proposed dealings in the Company's securities.</p> | <p>倘董事將包含本公司證券的投資基金交予專業管理機構管理，不論基金經理是否已授予全權決定權，該基金經理買賣本公司證券時，必須受與董事同等的限制及遵循同等的程式。</p> |

| Rules | 規則 |
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| B. Notification | B. 通知 |
| <p>8. A Director must not deal in any securities of the Company without first:</p> <p>(a) notifying in writing the chairman or a Director (other than himself) designated by the board of Directors of the Company (the “Board”) for the specific purpose (the “Designated Director”); and</p> <p>(b) receiving a dated written acknowledgment.</p> <p>In his own case, the chairman must first notify the Board at a Board meeting, or alternatively notify the Designated Director (other than himself) for the purpose and receive a dated written acknowledgment before any such dealing. The designated director must not deal in any securities of the issuer without first notifying the chairman and receiving a dated written acknowledgement. In each case,</p> <p>(a) a response to a request for clearance to deal must be given to the relevant Director within five business days of the request being made; and</p> <p>(b) the clearance to deal in accordance with (a) above must be valid for no longer than five business days of clearance being received.</p> | <p>董事不可在完成下列步驟前買賣本公司的任何證券：</p> <p>(a) 書面通知主席或本公司的董事會(“董事會”)為此而指定的另一名董事(該董事本人以外的董事)(“指定董事”)；及</p> <p>(b) 接獲註明日期的確認書。</p> <p>主席若擬買賣公司的證券，必須在交易之前先在董事會會議上通知各董事，或通知指定董事（其本人以外的董事），並須接獲註明日期的確認書後才能進行有關的買賣。指定董事在未通知主席及接獲註明日期的確認書之前，也不得買賣其所屬發行人的任何證券。在每種情況下，</p> <p>(a) 須於有關董事要求批准買賣有關證券後五個營業日內回復有關董事；及</p> <p>(b) 按上文(a)項獲准買賣證券的有效期限，不得超過接獲批准後五個營業日。</p> |
| <p><i>Note: For the avoidance of doubt, the restriction under A.1 of</i></p> | <p><i>附注： 為釋疑起見，謹此說明：如獲准買賣證券之後出現內幕</i></p> |

| Rules | 規則 |
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| B. <u>Notification</u> | B. <u>通知</u> |
| <i>the Required Standard of Dealings applies if inside information develops following the grant of clearance.</i> | <i>消息，交易必守標準 A.1 項的限制適用。</i> |
| 9. The Designated Director (or other person who receives a notification and gives an acknowledgement as provided in Rule B.8 above) must promptly inform the Company Secretary of all notifications given and acknowledgement, a written record of all of which shall be maintained by the Company Secretary. | 指定董事（或根據上文第 B.8 條規則接獲通知及發出確認書的其他人士）必須儘快通知公司秘書，有關他收到及確認的所有通知，公司秘書應就所有通知保存書面記錄。 |
| 10. Any Director of the Company who acts as trustee of a trust must ensure that his co-trustees are aware of the identity of any company of which he is a director so as to enable them to anticipate possible difficulties. A Director having funds under management should likewise advise the investment manager. | 任何董事如擔任一項信託的受託人，必須確保其共同受託人知悉其擔任董事的任何公司，以使共同受託人可預計可能出現的困難。投資受託管理基金的董事，亦同樣須向投資經理說明情況。 |
| 11. Any Director who is a beneficiary, but not a trustee, of a trust which deals in securities of the Company must endeavour to ensure that the trustees notify him after they have dealt in such securities on behalf of the trust, in order that he in turn may notify the the Company. For this purpose, he must ensure that the trustees are aware of the Company of which he is a Director. | 任何董事，如為一項買賣本公司的信託之受益人（而非受託人），必須儘量確保其於有關受託人代表該項信託買賣該等證券之後接獲通知，以使該董事可隨即通知本公司。就此而言，該董事須確保受託人知悉其擔任董事的本公司。 |
| 12. The register maintained in accordance with Section 352 of the Securities and Futures Ordinance should be made available for inspection at every meeting of the Board. | 根據《證券及期貨條例》第 352 條須予存備的登記冊，應在每次董事會會議上可供查閱。 |
| 13. The Directors must as a board and individually endeavour to ensure that any employee of the Company or director or | 本公司的董事須以董事會及個人身份，儘量確保本公司的任何僱員或附屬公司的任何董事或僱員，不會利用其因 |

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| Rules | 規則 |
| <u>B. Notification</u> | <u>B. 通知</u> |
| <p>employee of a subsidiary company who, because of his office or employment in the Company or a subsidiary, is likely to possess of inside information in relation to the securities of the Company does not deal in those securities when he would be prohibited from dealing by the Required Standard of Dealings if he were a Director.</p> | <p>在本公司或該附屬公司的職務或工作而可能管有與任何本公司證券有關的內幕消息，在交易必守標準禁止董事買賣證券之期間買賣該等證券。</p> |

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| Rules | 規則 |
| C. <u>Exceptional circumstances</u> | C. <u>特殊情況</u> |
| <p>14. If a Director proposes to sell or otherwise dispose of securities of the Company under exceptional circumstances where the sale or disposal is otherwise prohibited under the Required Standard of Dealings, the Director must, in addition to complying with the other provisions of the Required Standard of Dealings, comply with the provisions of rule B.8 of the Required Standard of Dealings regarding prior written notice and acknowledgement. The Director must satisfy the chairman or the Designated Director that the circumstances are exceptional and the proposed sale or disposal is the only reasonable course of action available to the Director before the Director can sell or dispose of the securities. The Company shall give written notice of such sale or disposal to the Stock Exchange as soon as practicable stating why it considered the circumstances to be exceptional. The Company shall publish an announcement in accordance with Rule 16.17 of the GEM Listing Rules immediately after any such sale or disposal and state that the chairman or the Designated Director is satisfied that there were exceptional circumstances for such sale or disposal of securities by the Director. An example of the type of circumstances which may be considered exceptional for such purposes would be a pressing financial commitment on the part of the Director that cannot otherwise be satisfied.</p> | <p>若董事擬在特殊情況下出售或轉讓其所屬本公司的證券，而有關出售或轉讓屬交易必守標準所禁止者，有關董事除了必須符合交易必守標準的其他條文外，亦需遵守交易必守標準第 B.8 項有關書面通知及確認的條文。在出售或轉讓該等證券之前，有關董事必須讓董事會主席（或指定董事）確信情況屬特殊，而計畫中的出售或轉讓是該董事唯一可選擇的合理行動。此外，本公司亦需在可行的情況下，儘快書面通知聯交所有關董事出售或轉讓證券的交易，並說明其認為情況特殊的理由。於該等出售或轉讓事項完成後，本公司必須立即按照《創業板上市規則》第 16.17 條的規定刊登公告披露有關交易，並在公告中說明主席（或指定董事）確信有關董事是在特殊情況下出售或轉讓本公司的證券。董事借此證券出售或轉讓去應付一項無法以其他方法解決的緊急財務承擔，或會被視為特殊情況的其中一個例子。</p> |

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| Rules | 規則 |
| D. Disclosure | D. 披露 |
| <p>15. In relation to securities transactions by Directors, the Company shall disclose in its half-year reports (and summary half-year reports, if any) and the Corporate Governance Report contained in its annual reports (and summary financial reports, if any):</p> <p>(a) whether the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the Required Standard of Dealings;</p> <p>(b) having made specific enquiry of all Directors, whether its Directors have complied with, or whether there has been any non-compliance with, the Required Standard of Dealings and its code of conduct regarding securities transactions by Directors; and</p> <p>(c) in the event of any non-compliance with the Required Standard of Dealings, details of such non-compliance and an explanation of the remedial steps taken by the Company to address such non-compliance.</p> | <p>就董事進行的證券交易而言，本公司須在其半年度報告(及半年度摘要報告(如有))中(及載於年報及財務摘要報告(如有))內的《企業管治報告》中披露：</p> <p>(a) 公司是否有採納一套比「交易必守標準」所訂標準更高的董事證券交易的守則；</p> <p>(b) 在向所有董事作出特定查詢後，確定董事有否遵守交易必守標準及及公司本身自訂的守則；及</p> <p>(c) 如有不遵守交易必守標準的情況，說明有關不遵守的詳情，並闡釋本公司就此採取的任何補救步驟。</p> |

June 2017

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