

**CHINA U-TON HOLDINGS LIMITED**  
**中國優通控股有限公司**

**董事會提名委員會職權範圍**  
**Terms of reference of**  
**the Nomination Committee of the Board of Directors**

**CHINA U-TON HOLDINGS LIMITED**

**中國優通控股有限公司**  
**(“Company” and “本公司”)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**董事會(“董事會”) 提名委員會(“委員會”)**  
**權責範圍及程序**

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**(中文本為翻譯稿，僅供參考用)**

**1. Constitution**

**組成**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 27 May 2012.

本委員會是按本公司董事會於 2012 年 5 月 27 日會議通過成立的。

**2. Membership**

**成員**

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.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。

2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.

委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。

2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘書為委員會的秘書。

2.4 The appointment of the members and secretary 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.

經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。

**3. Proceedings of the Committee**

**會議程序**

3.1 *Notice:*

會議通知：

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| <p>(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.</p>   | <p>(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。</p>  |
| <p>(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 email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.</p> | <p>(b) 任何委員會成員或委員會秘書（應委員會成員的請求時）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、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵件地址為準）。</p> |
| <p>(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.</p>  | <p>(c) 口頭會議通知應儘快（及在會議召開前）以書面方式確實。</p>   |
| <p>(d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by 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.</p>   | <p>(d) 會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。</p>  |
| <p>3.2 <b><i>Quorum:</i></b> The quorum of the Committee meeting shall be two members of the Committee.</p>  | <p><b>法定人數：</b>會議法定人數為兩位成員。</p>   |
| <p>3.3 <b><i>Frequency:</i></b> Meetings shall be held at least once a year</p>  | <p><b>開會次數：</b>每年最少開會一次。</p>  |
| <p><b>4. <u>Written resolutions</u></b></p>  | <p><b>書面決議</b></p>  |
| <p>4.1 Written resolutions may be passed by all Committee members in writing.</p>  | <p>委員會成員可以書面決議方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字同意。</p>   |
| <p><b>5. <u>Alternate Committee members</u></b></p>  | <p><b>委任代表</b></p>  |
| <p>5.1 A Committee member may not appoint any alternate.</p>   | <p>委員會成員不能委任代表。</p>   |
| <p><b>6. <u>Authority of the Committee</u></b></p>   | <p><b>委員會的權力</b></p>  |
| <p>6.1 The Committee may exercise the following powers:</p>  | <p>委員會可以行使以下權力：</p>   |

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| <p>(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “<b>Group</b>”) 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;</p>  | <p>(a) 要求本公司及其任何附屬公司(合稱“<b>本集團</b>”)的任何雇員及專業顧問向委員會提供其為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出的有關問題；</p>  |
| <p>(b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or reappointment as directors;</p>   | <p>(b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；</p>   |
| <p>(c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;</p> | <p>(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> |
| <p>(d) 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</p>   | <p>(d) 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</p>  |
| <p>(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p>   | <p>(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。</p>   |
| <p>6.2 The Committee should be provided with sufficient resources to discharge its duties.</p>  | <p>委員會應獲提供充足資源以履行其職責。</p>   |

**7. Duties**

**委員會的職責**

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

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| <p>(a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</p> | <p>(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；</p> |
| <p>(b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship;</p>   | <p>(b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；</p>                     |
| <p>(c) to assess the independence of the independent non-executive directors;</p>  | <p>(c) 評核獨立非執行董事的獨立性；</p>   |
| <p>(d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.</p>   | <p>(d) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。</p>                        |

## **8. Minutes and records**

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 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 named basis, at meetings held during that financial year.

## **會議紀錄**

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿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)。

委員會秘書應就年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。

## **9. Continuing application of the articles of association of the Company**

- 9.1 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.

## **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。

**10. Powers of the Board**

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules or if adopted by the Company, the Company's own corporate governance code), 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.

**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《創業板上市規則》的前提下（包括《創業板上市規則》之附錄十五《企業管治常規守則》及《企業管治報告》或本公司自行制定的企業管治常規守則（如被採用）），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。

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