



**NEXION TECHNOLOGIES LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

*(于開曼群島註冊成立的有限責任公司)*

**(Stock code: 8420)**

**(股份代號：8420)**

**(the “Company”)**

**(本「公司」)**

**NOMINATION COMMITTEE**

**提名委員會**

**Terms of Reference**

**(Adopted by the board of directors of the Company on 31 May 2017)**

**於 31/5/2017 由董事會決議通過  
的職權範圍**

**1 MEMBERSHIP 成員**

- 1.1 The Nomination Committee (the “**Committee**”) is established by the board of directors of the Company (the “**Board**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective from the date on which the shares of the Company are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

委員會由本公司董事(「董事」)會(「董事會」)根據本公司的組織章程細則(「組織章程細則」)成立，自本公司股份於香港聯合交易所有限公司(「交易所」)創業板上市當日起生效。

- 1.2 The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive directors (the “**INED(s)**”).

委員會成員須由董事會委任，且由不少於三名成員組成。委員會過半數成員須為獨立非執行董事(「獨立非執行董事」)。

- 1.3 The chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an INED.

委員會主席應由董事會委任，且必須為董事會主席或獨立非執行董事。

- 1.4 The Board may, from time to time, at their discretion, change the composition of the members of the Committee.

董事會可不時酌情更改委員會的成員組合。

**2 SECRETARY 秘書**

- 2.1 The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

委員會可委任本公司的公司秘書或任何其他具備適當資格及經驗的人士為委員會秘書。秘書負責保管完整會議記錄。

**3 MEETINGS 會議**

- 3.1 The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.  
委員會應至少每年開會一次，並因應工作需要舉行額外會議。
- 3.2 Notice of meetings shall be given to all members of the Committee at least three (3) days before the meeting.  
會議通知應於會議前最少三天送達各名委員會成員。
- 3.3 The quorum of a meeting shall be two members of the Committee.  
會議法定人數應為兩名委員會成員。
- 3.4 The Committee members could attend the meetings in person, by telephone or by video conference.  
委員會成員可親身出席或以電話或視像會議形式參與會議。
- 3.5 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.  
經委員會全體成員簽署的書面決議案同樣有效，猶如於正式召開及舉行的委員會會議上獲得通過。
- 3.6 Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company (as amended from time to time).  
除本文另有指明者外，委員會的會議程序須受組織章程細則有關董事會議及議事程序的條文（經不時修訂）規限。

#### **4 VOTING AT MEETINGS 會議中之投票**

- 4.1 Decisions shall be determined by simple majority, and in the event of a tie (if any), the chairman of the Committee shall have the casting vote.  
決議以簡單大多數來決定。假如票數相等時，委員會主席擁有決定性一票。

#### **5 DUTIES 職責**

- 5.1 Main duties of the Committee should include:  
委員會的主要職責應包括：
- (a) 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;  
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）一次，並就任何配合本公司企業策略的變動向董事會提出建議；
  - (b) Identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;  
物色符合資格擔任董事會成員的人士，並挑選及提名有關人士成為董事

或就此向董事會提出建議；

- (c) Assess the independence of independent non-executive directors; and  
評核獨立非執行董事的獨立性；及
- (d) 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.  
就委任或重新委任董事及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

## **6 REPORTING PROCEDURES 報告程序**

- 6.1 The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

委員會應向董事會匯報任何認為需要採取行動或加以改善的事宜，並就應採取的步驟提出建議。

- 6.2 Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.

委員會秘書負責保管完整會議記錄及書面決議案，並須於會議結束後一段合理時間內向委員會全體成員發送會議記錄初稿及定稿，以供發表意見及存檔。書面決議案經通過後應及時送呈委員會全體成員存檔。

- 6.3 At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

於委員會會議後舉行的下一次董事會會議上，委員會主席須向董事會匯報委員會自上一次董事會會議以來的工作情況及建議（如有）。委員會應至少每年向董事會呈交一份書面報告，詳列委員會年內工作情況。

## **7 AUTHORITY 權限**

- 7.1 The Committee is authorised by the Board to investigate any activity within the terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

委員會獲董事會授權在其職權範圍內調查任何活動，以及向僱員收集任何隸屬其職責範圍內的必要資訊。所有僱員須按指示合作。

- 7.2 All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.

委員會全體成員可向秘書尋求意見及協助，而秘書須就確保委員會程序及所有適用規則與規例獲得遵守向委員會負責。

- 7.3 The Committee shall be provided with sufficient resources to perform its duties and may seek independent legal or other professional advice in appropriate circumstances at the Company's expenses to perform its duties.

委員會應獲提供充足資源以履行職務，並可於適當情況下為履行職務而尋求獨立法律或其他專業意見，費用由本公司承擔。

## **8 OTHERS 其他**

- 8.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.

委員會應在交易所網站及本公司網站公開其職權範圍，並解釋其角色及獲董事會轉授的權力。

- 8.2 Any changes to the terms of reference shall be effective after they have been approved by the Board.

職權範圍的任何更改須經董事會批准後，始行生效。