



Terms of Reference for the Nomination Committee

(Effective Date: 13 April, 2017)

提名委员会职权范围书

(生效日期: 13 April, 2017)

1. Membership 成员

The Nomination Committee shall be appointed by the board of directors of the Company (the “Directors and the “Board”, respectively) from amongst the Directors of the Company with majority of Independent Non-executive Directors. It shall consist of not less than 3 members. 提名委员会成员须由董事会从公司的董事中委任，必须以独立非执行董事占大多数。委员会最少须由 3 名成员组成。

The Chairman of the Nomination Committee, being either the Chairman of the Board or an Independent Non-executive Director, shall be appointed by the Board. 提名委员会主席为董事会主席或独立非执行董事，并须由董事会委任。

The Nomination Committee may appoint from time to time any person with appropriate qualification and/or experience as the Secretary of the Nomination Committee. 由董事会委任合适的公司职员为提名委员会的秘书。

2. Attendance at meetings 出席会议

A quorum shall be 2 members. 会议的法定人数为 2 人。

3. Frequency of meetings 会议次数

Meetings shall be held not less than once a year. 会议次数应不少于每年 1 次。

4. Authority 权力

The Nomination Committee is authorized by the Board to perform duties within its terms of reference. It is authorized to consult the Chairman and/or chief executive of the Company and to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Nomination Committee. 董事会授权提名委员会按照其职权范围履行其职务。提名委员会有权向主席及/或行政总裁作出咨询及向所有雇员索取任何所需数据。所有雇员亦获指示与提名委员会合作，以满足其任何要求。



The Nomination Committee should be provided with sufficient resources to perform its duties. The Nomination Committee is authorized by the board to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. 提名委员会应获供给充足资源以履行其职务。董事会授权提名委员会可寻求独立专业意见。如提名委员会认为有需要时，可邀请具相关经验及专业知识的外界人士出席会议，以履行其职责。

5. Duties 职务

The Nomination Committee should perform the following duties: 提名委员会应履行以下责任:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on the followings: 至少每年检讨董事会的架构、人数及组成（包括技能、知识及经验方面）的资格，并就下列事项向董事会提出建议：
 - i. any proposed changes to the Board to complement the corporate strategy; 任何为配合公司策略而拟对董事会作出的变动提出建议；
 - ii. any proposed changes to the Senior Vice Presidents by the Chief Executive Officer 任何由行政总裁建议对高级副总裁的变动提出建议。
- (b) to identify and recommend suitably qualified candidates as new director(s) or to fill Board vacancies as they arises and to assess candidates proposed by the Chief Executive Officer as new Senior Vice President(s) or to fill Senior Vice President vacancies as they arises for the approval of the Board; 物色及提名合资格成为董事会新成员或填补董事会空缺的人选，以及评审行政总裁建议成为新高级副总裁成员或填补高级副总裁空缺的人选，供董事会批准；
- (c) to assess the independence of independent non-executive directors on a regular basis having regard to relevant guidelines or requirements of the Exchange Listing Rules in place from time to time; 经参考联交所上市规则不时生效的有关指引或规定定期评核独立非执行董事的独立性；
- (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 Officer; 就董事委任或重新委任以及董事（尤其是主席及行政总裁）继任计划向董事会提出建议；



- (e) to do any such things to enable the Nomination Committee to discharge its duties conferred on it by the Board; and 处理任何事情以执行董事会授予提名委员会之职责；及
- (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the board or contained in the company's constitution or imposed by legislation and/ or rules. 以符合不时按董事会订明、本公司的宪章文件内所刊载、法例及/或规则订立之任何要求、方向及规例。

6. Reporting procedures 汇报程序

Full minutes of Nomination Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all members of the committee for their comment and records within a reasonable time after the meetings. The secretary shall circulate the minutes of the meetings and reports of the Nomination Committee to all members of the Board. 提名委员会的完整会议纪录应由正式委任的会议秘书保存。提名委员会会议记录的初稿及最后定稿应在会议后一段合理时间内先后发送委员会全体成员，初稿供成员表达意见，最后定稿作其纪录之用。秘书应将提名委员会的会议记录及报告派发给全体董事会成员传阅。