

**HAITIAN ENERGY INTERNATIONAL LIMITED**  
**海天能源國際有限公司**

**董事會提名委員會職權範圍**  
(日期為二零一八年二月二日的經修訂版本)

**Terms of reference of**  
**the Nomination Committee of the Board of Directors**  
(Revised version dated 2 February 2018)

**HAITIAN ENERGY INTERNATIONAL LIMITED**  
**海天能源國際有限公司**  
**(“Company”)**  
**(「本公司」)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**(Revised version dated 2 February 2018)**

本公司董事會(「董事會」)提名委員會(「委員會」)  
職權範圍  
(日期為二零一八年二月二日的經修訂版本)

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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 19 June 2012. The revised terms of reference of the Committee were approved by the Board on 2 February 2018.

委員會是按董事會於二零一二年六月十九日舉行的會議通過的決議成立的。委員會經修訂的職權範圍於二零一八年二月二日獲董事會批准。

**2. Membership**

**成員**

2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and the majority of the members of which shall be independent non-executive directors of the Company.

委員會成員由董事會從董事會成員中挑選，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 who shall be the chairman of the Board or an independent non-executive director.

委員會主席由董事會委任，且必須是董事會主席或獨立非執行董事。

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, Chairman, or 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，方可罷免委員會成員、主席或秘書的委任或委任額外的委員會成員。

### 3. Proceedings of the Committee

#### 3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"))

- (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.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

### 會議程序

#### 會議通知:

- (a) 除非委員會全體成員(口頭或書面)同意,委員會的會議通知期,不應少於七天。

(根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四第A.1.3段的規定,在切實可行的範圍內,召開委員會定期會議應發出至少14天通知)

- (b) 任何委員會成員及委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通知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不時通知秘書的電話或傳真號碼或地址或電郵地址。
- (c) 以口頭通知方式召開的會議,應盡快(及在會議召開前)以書面方式確實。
- (d) 召開會議的通知必須說明開會時間、地點、議程及提供有關文件予各委員會成員參閱。下文第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員,並至少在計劃舉行委員會會議日期的三天前(或委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

- 3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee and the majority of the members of which shall be the independent non-executive directors. 法定人數：委員會會議的法定人數為兩位委員會成員，而大部份出席的成員須為獨立非執行董事。
- 3.3 Frequency: Meetings shall be held at least once every year 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 of the Company. 頻率：每年最少開會一次，就董事委任或重新委任以及董事（尤其是本公司主席及行政總裁）繼任計劃向董事會提出建議。
- 3.4 Written resolutions may be passed by all Committee members in writing. 委員會成員可以以書面贊成方式通過書面決議。
- 4. Alternate Committee members** **委任代表**
- 4.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。
- 5. Authority of the Committee** **委員會的權力**
- 5.1 The Committee may exercise the following powers: 委員會可以行使以下權力：
- (a) to obtain outside legal or other professional advice in connection with its duties, at the Company's expense and such expenditure shall be within limits agreed by the Board; (a) 委員會就其職責所需獲取外聘法律或其他專業意見，所需費用由本公司承擔及該等費用須在董事會許可範圍內；
- (b) to request the Board to convene shareholders' meeting (if necessary) for purposes of removing any director and to dismiss any employees if there is evidence showing that the relevant director and/or employee has failed to discharge his duties properly; (b) 在有證據顯示有關董事及／或僱員失職時，要求董事會召開股東大會（如有需要）罷免有關董事及僱員的職務；
- (c) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; (c) 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；
- (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 (d) 每年檢討本職權範圍及其於履行委員會職責方面的有效性，如委員會覺得有需要，可向董事會提供修改建議；及

- 5.2 The Committee should be provided with sufficient resources to discharge its duties. 委員會應獲供給充足資源以履行其職責。
- 6. Duties** **責任**
- 6.1 The duties of the Committee shall be: 委員會負責履行以下責任：
- (a) To review the structure, size and composition (including skills, knowledge and experience) of the Board on a regular basis (and at least annually) and make recommendations to the Board regarding any proposed changes; (a) 定時（及至少每年）檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何擬對董事會作出的變動提出建議；
  - (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; (b) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
  - (c) To assess the independence of independent non-executive directors; (c) 評核獨立非執行董事的獨立性；
  - (d) To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; (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；
- 7. Reporting responsibilities and procedures** **報告責任及程序**
- 7.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; 委員會須每年最少一次審核其本身表現、章程及職權範圍，確保其以最大效益運作，並向董事會建議批准任何其視為必須的更改；
- 7.2 The chairman of the Committee, or failing him, any member of the Committee shall attend the annual general meetings of the Company and shall answer questions on the Committee's activities and their responsibilities; 委員會主席或（如委員會主席未能出席）委員會任何成員須出席本公司股東週年大會和解答有關委員會運作及責任的問題；
- 7.3 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee. 委員會會議的完整會議紀錄及所有書面決議應由委員會秘書保存。

- 7.4 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.
- 7.5 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.
- 8. Continuing application of the articles of association of the Company**
- 8.1 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.
- 9. Powers of the Board**
- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.
- 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）。
- 委員會秘書應將本公司各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席紀錄備存於本公司。
- 本公司組織章程細則的持續適用**
- 就前文未有作出規範，但本公司組織章程細則作出了規範的董事會會議程序的規定，適用委員會的會議程序。
- 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本公司組織章程細則及上市規則的前提下（包括上市規則之附錄十四《企業管治常規守則》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，惟有關修訂及廢除以及委員會已通過的決議，並不影響並無修訂或廢除有關修訂或決議前生效的委員會採取的行動或通過的決議的有效性。