

NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

**Terms of reference of
the Nomination Committee of the Board of Directors**

董事會提名委員會職權範圍

* *for identification purpose only*

* 僅供識別

Neway Group Holdings Limited (“Company”)
中星集團控股有限公司* (“本公司”)

Terms of reference of the Nomination Committee (“NC”)
of the Board of Directors (“Board”) of the Company
董事會(“董事會”)提名委員會(“提委會”)
職權範圍

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| 1. <u>Membership</u> | <u>成員</u> |
| 1.1 | The NC shall comprise at least three members to be appointed by the Board, the majority of whom should be independent non-executive directors. |
| 1.2 | The Board shall appoint the chairman of the NC who should be the chairman of the board or one of the independent non-executive directors sitting on the NC. |
| 1.3 | Only members of the NC have the right to attend the NC meetings. However, any director, executive or other person may be invited to attend the meetings when the NC considers that their attendance can assist it to discharge its duties. |
| 1.4 | A NC member may not appoint any alternate. |
| 2. <u>Frequency and proceedings of meetings</u> | <u>會議次數及程序</u> |
| 2.1 | The NC shall meet at least once a year and at such other times as the chairman of the NC shall require. |

2.2 The quorum for meetings of the NC shall be of such a number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the NC.

提委會會議的法定人數應為能使獨立非執行董事在會上佔大多數的數目。正式召開而達到法定人數的提委會會議有權履行提委會獲賦予的一切或任何授權、權力和酌情權。

2.3 NC members may pass resolutions by way of written resolutions, but such must be passed by all NC members in writing.

提委會成員可以書面決議方式通過任何決議，惟必須所有提委會成員書面同意。

3. **Secretary**

秘書

3.1 The company secretary of the Company or his/her nominee shall act as the secretary of the NC.

公司秘書或其代理人應擔任提委會秘書。

4. **Notice of Meetings**

會議通告

4.1 Meetings of the NC shall be convened by the chairman of the NC. In the absence of the chairman of the NC, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the NC when it is dealing with the succession of chairmanship.

提委會的會議應由提委會主席召開。如提委會主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。為免生疑慮、當提委會開會討論主席繼任問題時，董事會主席不應擔任該會議之主席。

4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the NC and any other person required to attend at least fourteen working days before the meeting date. Supporting papers shall be sent at least three working days before the meeting.

除非另有協議，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於開會日期之前最少14個工作天送交提委會各成員及其他需要出席會議的人士。補充文件應於開會之前最少3個工作天送交。

4.3 A NC member may or, on the request of a NC member, the secretary to the NC shall, at any time summon a NC meeting. Notice shall be given to each NC 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 NC member or in such other manner as the NC members may from time to time determine.

任何提委會成員或提委會秘書(應提委會成員的請求時)可於任何時候召集提委會會議。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、傳真或其他提委會成員不時議定的方式發出予各提委會成員(以該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。

5. **Minutes of the Meetings**

會議記錄

5.1 Minutes of the NC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all NC members for their comments and records within fourteen working days after the meeting and unless there is a conflict of interest, to all other members of the Board.

提委會的會議記錄應詳細記錄會議上審議的事項及所作出的決定，包括會上提出的關注及相反意見。會議記錄的初稿及最後定稿應於會議完成後14個工作天內供提委會所有成員傳閱；以供提出意見及作其他記錄之用；若無利益衝突，亦應供董事會其餘全部成員傳閱。

5.2 The secretary of the NC shall keep the minutes and resolutions passed at the NC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

提委會秘書應保存提委會之會議記錄及通過決議案之文件。除非有利益衝突，否則任何董事可在提出合理通知後，於任何合理時間內查閱上述文件。

6. Annual General Meeting

股東周年大會

- 6.1 The chairman of the NC shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the work of the NC.
- 提委會主席應出席本公司的股東周年大會，並準備回答股東有關提委會會議的問題。

7. Duties

責任

- 7.1 The NC shall:

提委會應：

- 7.1.1 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、知識及經驗方面），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；
- 7.1.2 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；
- 7.1.3 assess the independence of independent non-executive directors;
- 評核獨立非執行董事的獨立性；
- 7.1.4 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供建議；

7.1.5 where the Board decides to propose a resolution to elect an individual as an independent non-executive director at the general meeting, set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and the reasons of the Board's belief on the election and independence of such individual; (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board;

7.1.6 make recommendations to the Board on the membership of Board committees e.g. Audit Committee and Remuneration Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;

7.1.7 before recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the NC shall:

若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，應促使有關股東大會通告所附隨的致股東通函及／或說明函中明(i)用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因、(ii)如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因、(iii)該名人士可為董事會帶來的觀點與角度、技能及經驗；及(iv)該名人士如何促進董事會成員多元化；

與董事會主席及董事會所屬委員會（例如審核委員會及薪酬委員會）之主席協商，就有關委員會的成員向董事會提出建議；

在建議作出委任之前，評估董事會的技能、知識和經驗等方面的均衡性，並按評估結果，就個別需被委任之董事的角色及所需具備的能力編制說明文件。在物色適當人選時，提委會應：

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| (i) use such method or methods to facilitate the search as it may deem appropriate; | 採用其認為有助物色人才的適當方法； |
| (ii) consider candidates from a wide range of backgrounds; and | 考慮來自各種背景的人選；及 |
| (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position; | 根據人選本身的條件及客觀標準來考慮人選，並確保有關人選能投入足夠時間履行有關職務； |
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| 7.1.8 make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts; | 隨時就董事繼續服務等有關的事宜向董事會提供建議，包括根據法例及服務合約，暫停或終止某執行董事作為公司僱員所提供的服務； |
| 7.1.9 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; | 不斷檢討本公司所需的領導需要（包括執行董事及非執事董事），以保持本公司在市場上的有效競爭力； |
| 7.1.10 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates; | 完全掌握對本公司及其所在市場有影響的策略事宜及商業轉變的最新情況； |

- 7.1.11 in respect of any proposed service contracts to be entered into by any members of the group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
- 7.1.12 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 7.1.13 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and
- 7.1.14 conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his/her departure.
- 檢討及就所有按香港聯合交易所有限公司證券上市規則（“上市規則”），須事先取得本公司股東批准的有關本公司集團成員與現行董事或建議委任的董事擬訂立的服務合同，向本公司股東（股東為與該服務合同有重大利益的董事及其聯繫人除外）就該服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及應怎樣表決，提呈建議；
- 每年檢討非執行董事所需投入的時間。應採用績效評估來衡量非執行董事可有付出足夠時間履行其職責；
- 確保非執行董事獲委任加入董事會時收到正式的委任函，當中列明董事會期望他們付出的時間、在委員會的服務，以及參與董事會會議之外的活動；及
- 會見辭去本公司董事職責的董事並瞭解其離職原因。

8. Reporting Responsibilities

報告責任

- 8.1 The NC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. 提委會每次開會後，提委會主席應就提委會在職責範圍內討論的一切事宜，向董事會提交正式的報告。
- 8.2 The NC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. 提委會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。
- 8.3 The NC shall provide to the Board all the information necessary to enable the Company to prepare the corporate governance report in its annual report. 提委會應向董事會提供所有必要資料，使本公司能夠編制企業管治報告以載入其年報內。

9. Authority

權力

- 9.1 The NC is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties. 提委會有權為履行職責而向本公司任何僱員合理地索取任何資料。
- 9.2 Where necessary, the NC should seek independent professional advice, at the Company's expense, to perform its responsibilities. 提委會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。
- 9.3 The Company should provide the NC with sufficient resources to perform its duties. 本公司應向提委會提供充足資源以履行其職責。

10. Other

其他

- 10.1 The NC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 提委會應每年檢討其職權範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。

(c.f. Guidance Note – a practical guide to good corporate governance published by The Hong Kong Institute of Chartered Secretaries (December 2006)) (參考: 由香港特許秘書公會刊發的良好管治之實務指引(2006年12月))

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail. 註: 如本職權範圍的英文及中文版本有任何差異, 概以英文版本為準。

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