

CHINA MEIDONG AUTO HOLDINGS LIMITED
中國美東汽車控股有限公司

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

CHINA MEIDONG AUTO HOLDINGS LIMITED

中國美東汽車控股有限公司

(the “Company” and 「本公司」)

(Stock Code: 1268)

(股份代號：1268)

Terms of reference of the Nomination Committee (the “Committee”) of the Board (the “Board”) of Directors (the “Directors”) of the Company 本公司董事(「董事」)會(「董事會」)提名委員會(「委員會」) 權責範圍

(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 13 November 2013. 本委員會是按本公司董事會於2013年11月13日會議通過的決議案成立的。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors 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任，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 which shall be the 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主席。
- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, the Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting. 本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席的委員會的成員可從他們當中互選或委任另一人作為該次會議的秘書。

2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by a resolution passed by the Board. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Proceedings of the Committee

3.1 *Notice:*

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been properly convened.

董事會可通過決議，罷免、更替或委任額外委員會成員。如一名委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

會議程序

會議通知：

(a) 除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。該通知應發給每名委員會成員及任何其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，明確地以會議沒有得到正確地召開為理由，反對會議處理任何事項。

- (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, or by mail 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.
- (b) 任何委員會成員可(而委員會秘書應任何委員會成員的請求時應該)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、郵寄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)。
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (c) 口頭方式作出的任何會議通知，應儘快(及在會議召開前)以書面方式確實。
- (d) Notice of meeting shall state the purpose, time and place of the meeting. 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).
- (d) 會議通知必須說明開會目的、開會時間、地點、議程及隨附有關文件一般在預期召開委員會會議前七天(無論如何不少於三天)(或其他經所有委員同意的其他時段)送達各成員參閱。

3.2 **Quorum:** The quorum of a Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive Directors.

法定人數：委員會會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

- 3.3 **Frequency:** The Committee shall meet at least once a year. 開會次數：委員會每年最少開會一次。
- 3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. 會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的全體人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。
4. **Written resolutions** 書面決議
- 4.1 A resolution in writing signed by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Committee members. 經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。
5. **Alternate Committee members** 委任代表
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) and any professional advisers, 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;
- (b) to review the performance of Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
- (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 as it considers 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;

委員會的權力

委員會可以行使以下權力：

- (a) 向本公司及其附屬公司(合稱「**本集團**」)的任何僱員及專業顧問索取其所需的資料、要求上述人士準備及提交報告、出席委員會會議並提供所需資料及解答委員會提出的問題；
- (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；
- (c) 如委員會覺得有需要，可就涉及本職權範圍的任何事宜對外尋求法律或其他獨立專業意見或協助(包括獨立的人力資源顧問公司或其他獨立專業人士)，以及確保具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。前述費用均由本公司承擔；

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| (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) 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必要的修訂建議；及 |
| (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. | (e) 為使委員會能恰當地執行其於第七章項下的職責，行使其認為有需要及權宜的權力。 |

6.2 The Company should provide the Committee with sufficient resources to perform its duties. 本公司應提供充足資源予委員會以履行其職責。

7. Duties of the Committee

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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| (a) to develop and review a policy for the nomination procedures and the process and criteria to identify, select and recommend candidates for directorship, for election and re-election of Directors, and the policy on diversity of the Board (the “ Board Diversity Policy ”); to review the implementation and effectiveness of such policies and monitor the progress made; | (a) 制定及審閱適用於推選及重選董事的提名程序和物色、甄選及推薦董事候選人的程序及準則的政策，以及董事會多元化政策（「 董事會多元化政策 」）；檢討有關政策的執行成效，並監察有關進展； |
| (b) to review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy; | (b) 至少每年檢討董事會的架構、人數及組成（包括技能、知識、經驗及多元化），並就任何為配合本公司策略而擬對董事會作出的變動提出建議； |

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| <p>(c) 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 directorships;</p> | <p>(c) 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>(d) to assess the independence of the independent non-executive Directors;</p> | <p>(d) 評核獨立非執行董事的獨立性；</p> |
| <p>(e) to make recommendations to the Board on:</p> | <p>(e) 向董事會提呈下列事項的建議：</p> |
| <p>(i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;</p> | <p>(i) 作為董事會成員所應有的角色、責任、能力、技術、知識、經驗及多元化觀點；</p> |
| <p>(ii) the policy on the terms of employment of non-executive Directors;</p> | <p>(ii) 委聘非執行董事的政策；</p> |
| <p>(iii) the composition of the audit committee, remuneration committee and other Board committees;</p> | <p>(iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；</p> |
| <p>(iv) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;</p> | <p>(iv) 在任多於九年的獨立非執行董事的去留問題，並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議；</p> |
| <p>(v) the appointment or re-appointment of Directors (including the re-election of Directors who are to retire by rotation having regard to, among other matters, their performance and ability to continue to contribute to the Board); and</p> | <p>(v) 董事委任或重新委任董事(包括重選即將輪值退任的董事，並會考慮彼等的表現及能否繼續為董事會作出貢獻等)；及</p> |

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| <p>(vi) succession planning for Directors, in particular the chairman and the chief executive;</p> | <p>(vi) 董事繼任計劃(尤其是主席及行政總裁)；</p> |
| <p>(f) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(f) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：</p> |
| <p>(i) succession planning of Directors;</p> | <p>(i) 董事接替計劃；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 本集團為保持或加強本集團的競爭優勢所需要的領導才能；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市場環境的轉變及本集團營運市場的商業需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board;</p> | <p>(iv) 董事會成員所須具備的技能及專才；</p> |
| <p>(v) the Board's Diversity Policy; and</p> | <p>(v) 董事會多元化政策；及</p> |
| <p>(vi) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;</p> | <p>(vi) 上市規則對上市發行人的董事的相關要求；</p> |

- (g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
- (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure; and
- (i) to consider and implement other matters, as defined or assigned by the Board, or otherwise required by the Listing Rules and/or other applicable laws and rules from time to time.
- (g) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作；
- (h) 會見辭去本公司董事職責的董事並瞭解其離職原因；及
- (i) 考慮及執行董事會委派的其他事項，或上市規則及／或其他不時適用的法律和規則所規定的事項。

8. Minutes

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in Rule 13.44 of the Listing Rules apply.

會議紀錄

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會成員將不計入法定人數內，而除非上市規則第13.44條適用，相關委員就他或其任何聯繫人有重大利益的委員會決議必須放棄投票。

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

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.

9. Reporting responsibilities

9.1 The Committee shall report to the Board after each meeting unless there are legal or regulatory restrictions on its ability to do so.

10. Annual general meeting

10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting.

委員會的完整會議紀錄應由正式委任的會議秘書(通常為公司秘書)保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間(一般指委員會會議結束後的14天內)內先後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。會議紀錄獲簽署後,秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

委員會秘書應就本公司財政年度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。

匯報責任

委員會應於每次委員會會議後向董事會作出匯報,除非有法律或監管限制其如此行事。

股東周年大會

委員會的主席,或在委員會主席缺席時由另一名委員(或如該名委員未能出席,則其適當委任的代表)應出席本公司的股東周年大會,並在股東周年大會上回應問題。

11. Continuing application of the articles of association of the Company

11.1 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.

12. Powers of the Board

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code 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 or supplements 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, supplemented or revoked.

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，在可行的情況下適用於委員會的會議程序。

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公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》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、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。

13. Publication of the terms of reference of the Committee **委員會職權範圍的刊登**

13.1 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 website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

March 2023

2023年3月