

Nomination Committee 提名委員會

Terms of Reference 職權範圍

Objectives 目標

The purpose of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) is to lead the process for Board appointments and for identifying and nominating for the approval of the Board, candidates for appointment to the Board.

董事會（「董事會」）提名委員會（「委員會」）的宗旨是引領董事會委任董事之程序，物色及提名人選給董事會批准，以便董事會安排任命候選人。

Constitution 組織

The Board hereby resolves to establish a Committee of the Board to be known as the Nomination Committee.

董事會現議決於董事會轄下成立一個提名委員會。

Membership 成員

The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members.

委員會須由董事會委任不少於三名的公司董事出任。

A majority of the Committee members should be Independent Non-executive Directors.

委員會成員須以獨立非執行董事佔大多數。

Chairman 主席

The Chairman shall be selected amongst Independent Non-executive Directors and shall be appointed by the Board.

主席須為獨立非執行董事，並由董事會委任。

Secretary 秘書

The Company Secretary or his nominee shall be the secretary of the Committee.

公司秘書或其他委任代表須為委員會秘書。

The Company Secretary is appointed to facilitate communication between the Board and the Committee and to access information required by Committee members in pursuit of their duties.

委任公司秘書是爲了促進董事會與委員會之間的溝通，並替委員會成員取得履行他們職務所需的資料。

Quorum 法定人數

Two members shall constitute a quorum.

二名成員可組成法定人數。

Frequency of meetings 會議次數

Meetings shall be held not less than once a year.

每年舉行不少於一次會議。

The Committee shall issue a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each year (to the degree these can be foreseen). This forward agenda shall be shared with the Board.

在每年年初，委員會須發出該年度將商議的議程一覽表（在可預知的情況下），此預定議程表須分派到董事會。

Proceedings of Meetings 會議程式

Notice of at least fourteen days should be given of a regular Committee meeting.

召開委員會定期會議通知須於至少十四天前發出。

An agenda and accompanying meeting papers should be sent in full to all Committee members at least three days before the intended date of Committee meeting.

議程和會議附件須至少於委員會會議擬舉行日期的三天前，全部送交全體委員會成員。

Any member may request for meetings by giving notice in writing to the Chairman of the Committee of not less than seven days' notice.

任何成員可以發出不少於七天的書面通知書要求委員會主席召開會議。

Questions arising at the meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

會議中所討論的問題，應以大多數出席成員票數決定，若票數相同，主席應有第二票或投票決定權。

Minutes 會議記錄

The Secretary of the Committee must ensure that full minutes are kept of all meetings.

委員會秘書須保存所有會議的完整記錄。

Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

委員會會議記錄的初稿及最終定稿應先後在會議結束後的合理時段內，發送所有委員會成員以供審閱及存檔。

Minutes of the Committee shall be formally approved by the Committee before reporting to the Board.

委員會會議記錄匯報到董事會前，須經委員會正式批准。

Minutes shall be opened for inspection at any reasonable time on reasonable notice by any Director.

任何董事發出合理通知，應公開會議記錄供其在任何合理的時段查閱。

Minutes shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed.

會議記錄應對會議上各委員所考慮事項及達致的決定作足夠詳細的記錄，其中應該包括董事提出的任何疑慮或表達的反對意見。

The Committee shall circulate its meeting minutes to the Board (within a reasonable time period after the meeting), thereby keeping them informed of the Committee's activities and recommendations on a regular basis.

委員會應向董事會傳閱其會議記錄（於會議日期後的合理時段內），從而保持向董事會定期報告其活動和建議。

Authority 權力

The Committee is authorized by the Board to investigate any activity within its terms of reference.

董事會授權委員會按照其職權範圍進行任何調查。

The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders

with relevant experience and expertise if it considers this necessary.

董事會授權委員會向外界諮詢法律或其他獨立專業意見，如有需要，可邀請具備有關經驗及專業知識的外界人士參與會議。

The Committee shall be provided with sufficient resources to discharge its duties.

委員會應獲提供充份資源以履行其職責。

Duties 責任

The duties of the Committee shall be:

委員會的責任是：

(a) to review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the board regarding any proposed changes;

定期檢討董事會的架構、人數及組合（包括技能、知識及經驗方面），並就任何擬作出的變動向董事會提出建議。

(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;

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;

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 managing director); and

就委任或重新委任以及董事（尤其是主席及董事總經理）繼任計劃的有關事宜向董事會提出建議；及

(e) to consider other topics, as defined by the Board.

研究其他由董事會界定的課題。

Reporting 報告

The Committee shall report to the Board on a regular basis.

委員會應定期向董事會匯報。

It is usual for the Committee chairman to present to the Board periodic written reports of the Committee which address the work and findings of the Committee. The frequency of these reports will vary between companies but, as a minimum, be on an annual basis.

委員會主席通常須向董事會定期呈交委員會書面報告，闡述委員會的工作及發現。報告次數因應公司之間情況有別，但最低限度一年一次。