

CHING LEE HOLDINGS LIMITED
正利控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

NOMINATION COMMITTEE
提名委員會

TERMS OF REFERENCE
職權範圍

Constitution

組成

1. The board of directors (the “**Board**”) of Ching Lee Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 10 March 2016.
正利控股有限公司（「**本公司**」）的董事會（「**董事會**」）已於二零一六年三月十日舉行的會議議決成立將被稱為提名委員會（「**委員會**」）的董事委員會。

Membership and Quorum

會議成員及法定人數

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive directors. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).
委員會最少由三名成員（「**成員**」）組成，並須由董事會從本公司非執行董事中委任，其中大多數成員必須為本公司獨立非執行董事（「**獨立非執行董事**」）。
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
委員會會議的法定人數為兩名成員，其中一名必須為委員會主席。於委員會主席准許下，其他非委員會成員的董事會成員有權出席委員會的任何會議，但其不得被計入法定人數。
4. The chairman of the Committee shall be appointed by the Board and shall be either the chairman of the Board or an INED.
委員會主席應由董事會委任，其應由董事會主席或獨立非執行董事出任。

Secretary

秘書

5. The company secretary of the Company, or in his/her absence, his/her representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

本公司的公司秘書或（倘其缺席）其代表須擔任委員會秘書（「**委員會秘書**」）。委員會可不時委任具備合適資格及經驗的任何其他人士為委員會秘書。

Attendance at meetings

出席會議

6. (a) The Committee may invite any executive Directors, member of senior management or other individual to attend meetings of the Committee as it considers appropriate but such executive Directors, member of senior management or other individuals are not entitled to vote at the meetings.

委員會可於其認為合適時邀請任何執行董事、高級管理層成員或其他個人出席委員會的會議，但有關執行董事、高級管理層成員或其他個人無權於會上投票。

- (b) The company secretary of the Company or his/her representative shall be the secretary of the Committee.

委員會的秘書應由本公司的公司秘書或其代表擔任。

- (c) No Director should be involved in and shall abstain from discussion in deciding the nomination of his associates.

概無董事可參與有關決定提名其聯繫人士的討論，並應避席有關討論。

Frequency of meetings

會議次數

7. The Committee members may call any meetings at any time when necessary or desirable.

每當需要或合宜時委員會成員可召開任何會議。

Proceedings of meetings

議事程序

8. (a) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.

委員會會議及程序受本公司組織章程細則之條文監管，以規管董事會會議及程序，惟董事會不時另有釐定者除外。

- (b) The Chairman, in consultation with the person responsible for Human Resources and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the Secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The Chairman shall, with the assistance of the person responsible for Human Resources, brief all members on issues arising at each Committee meeting.

主席的主要責任是與人力資源負責人及委員會秘書商議，草擬及批准每次委員會會議的議程。主席須在委員會秘書協助下，確保所有成員及時收到充足資料，以便在委員會會議上進行有效討論。主席須在人力資源負責人協助下，向所有成員簡報每次委員會會議提出的事項。

Authority

授權

9. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
委員會獲董事會授權向本集團僱員尋求於委員會職責範圍內所需的任何資料。
10. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.
委員會獲董事會授權獲取獨立專業意見，並於其認為有需要或合宜時，邀請具有相關經驗或專業知識的外界人士出席會議。

Duties

職責

11. The duties of the Committee shall include, but not be limited to the following:
委員會的職責包括但不限於下列各項：
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes;
定期檢討董事會的架構，規模及組成（包括技能，知識及經驗），並就任何建議變動向董事會提出建議。
- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals for nomination of directorships of the Company;
物色具備合適資格擔任董事會成員的人士，並挑選提名有關人士出任本公司董事或就此向董事會提出建議。

- (c) to assess the independence of INEDs of the Company;
評核本公司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 of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company;
就與委任或重新委任本公司董事，以及董事（尤其是本公司主席及行政總裁）繼任計劃的有關事宜向董事會提出建議。
- (e) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company;
在香港聯合交易所有限公司網站及本公司網站上公開委員會的職權範圍，解釋其角色以及董事會轉授予其的權力；
- (f) to ensure that each director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate; and
確保每名董事於董事會會議及／或本公司股東大會（倘適用）上皆以獨立決議案的方式提名；及
- (g) to do any such things to enable the Committee to perform its functions conferred on it by the Board.
採取任何行動使委員會履行董事會賦予的職能。

12. Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

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，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明：

- (a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
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；
- (b) 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;
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；

- (c) the perspectives, skills and experience that the individual can bring to the board; and
該名人士可為董事會帶來的觀點與角度、技能及經驗；及
- (d) how the individual contributes to diversity of the board.
該名人士如何促進董事會成員多元化。
13. The Chairman of the Committee or in the absence of the Chairman, another member of the Committee or failing this, his duly appointed delegate, should be available to answer questions at the annual general meeting.
委員會主席（或倘主席未克出席，則委員會另一成員或（倘其未能出席）獲其正式委任的代表）須出席股東週年大會，以於會上回應提問。

Reporting Procedures

匯報程序

14. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions limiting the circulation or the making of these reports.
委員會秘書須於每次會議後合理時段內向所有成員傳閱委員會會議記錄及報告之初稿及最終定稿，以便彼等提出意見及存檔，惟須受任何限制傳閱或編製有關報告之法定或監管限制所限。
15. The Committee shall report to the Board of its findings, decisions and recommendations.
委員會須向董事會報告其調查結果，決定及建議。
16. The Chairman of the Committee who chair the meetings or other Member who is authorised by the chairman of the Committee to chair the meetings shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
主持會議之委員會主席或獲委員會主席授權主持會議之其他成員須於下一次定期董事會會議上匯報所作任何主要決定並向董事會提呈會議目錄及所討論問題。
17. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.
董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

Interpretation

詮釋

18. Interpretation of these terms of reference shall belong to the Board.
本職權範圍之詮釋權歸董事會所有。

(The English version shall always prevail in case of any inconsistency between the English version and its Chinese translation.)

(英文版本與其中文翻譯如有歧異，概以英文版本為準。)

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