



## HONGHUA GROUP LIMITED

### 宏華集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 196)**

### 提名委員會職權及責任範圍守則

### Terms of Reference of the Nomination Committee

#### 1. 總則 General Rules

1.1 本公司根據《香港聯合交易所有限公司證券上市規則》（“《上市規則》”）及《上市規則》附錄C1《企業管治守則》規定，成立提名委員會（“**委員會**”），委員會之權力、責任及具體職責概述如下。

The Nomination Committee (the “**Committee**”) was established by the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Corporate Governance Code of Appendix C1 of the Listing Rules. The authority, responsibilities and specific responsibilities of the Committee are summarized as below.

1.2 成立委員會之目標為協助本公司董事會（“**董事會**”）應正式、經審慎考慮並具透明度下物色、挑選及向董事會推薦適合成為本公司董事的人選，監督評定董事會表現的程序，以及設計、向董事會推薦並監督本公司有關提名人選的指引及程序。

The Committee is formed to assist the board of directors (the “**Board**”) of the Company to identify, select and recommend appropriate candidates to serve as directors of the Company in a formal, considered and transparent procedure, to oversee the process for evaluating the performance of the Board and to design, recommend to the Board and supervise nomination guidelines and procedure of the Company on nominees.

#### 2. 成員 Membership

2.1 委員會之成員由董事會從公司董事中挑選和委任，委員會由最少三名委員組成，其中獨立非執行董事必須超過半數。

The members of the Committee shall be selected and appointed by the Board from amongst the directors and shall consist of at least three members, a majority of whom should be independent non-executive directors.

2.2 委員會主席須由董事會任命，及必須由董事會主席或獨立非執行董事擔任。

The Chairman of the Committee shall be appointed by the Board. The Chairman of the Committee must be chaired by the Chairman of the Board or an independent non-executive director.

2.3 委員會的任期與董事任期一致，任期屆滿，可連選連任。就任期間如有委員不再擔任公司董事，將自動失去委員資格，並由董事會根據上述第 2.1 及 2.2 條規定補足委員人數。補充委員的任職期限截至該屆董事會任期結束。

The term of office of the Committee shall be consistent with that of the directors. At the expiration of their term, the members may be eligible for re-election. When a member does not serve as the Company's director any more before its term expires, he/she shall be automatically disqualified for the member of the Committee; and the Committee shall make up the number of members with new candidates determined in accordance with the provisions in the clauses 2.1 and 2.2. The substitute member(s) shall hold office until the expiration of his/her term of office at the Board.

2.4 委員會委員可以在任期屆滿前向董事會提交書面辭職報告，但辭職報告中必須對任何與其辭職有關或其認為有必要引起董事會和公司股東注意的情況進行說明。

A member of the Committee may tender his/her resignation report in writing to the Board before expiry of his/her term, in which he/she shall make explanation on any matter in respect of his/her resignation or other things, in his/her opinion, that need to be brought to the attention of the Board and shareholders of the Company.

2.5 委員會辦公室設在董事會辦公室，董事會辦公室負責提名委員會日常聯絡、會議組織、議題分解等工作。人力資源部門負責委員會有關業務工作。

The office of the Committee is set in the office of the Board, which is responsible for such works as daily liaison, organization of meetings, subject decomposition, etc. The Human Resources Department is in charge of operation works relating to the Committee.

2.6 委員會的秘書由董事會秘書或由委員會不時指定的人士擔任。

The secretary of the Committee shall be the Board secretary or other individuals appointed by the Committee from time to time.

### **3. 職責權限 Responsibilities and Authorities**

3.1 本委員會應承擔以下職責：

The Committee shall have the following responsibilities:

3.1.1 根據本公司經營規模、企業管治情況對董事會成員的構成向董事會提出建議；  
to make recommendations to the Board on the composition of the Board members according to the scale of the Company's operations and corporate governance;

3.1.2 委員會每年至少須檢討一次董事會的架構、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策略而擬對董事會作出的變動提出建議；  
to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to align with the Company's corporate strategy;

3.1.3 物色具備合適資格可擔任董事的人士，並挑選及提名有關人士出任董事或就此向董事會提出建議；

to identify individuals suitably qualified to serve as directors and to select and nominate such individuals to become directors or make recommendations to the Board;

3.1.4 評核獨立非執行董事的獨立性；

to assess the independence of independent non-executive directors;

3.1.5 就董事委任或重新委任及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議；

to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Board of Chairman and the Chief Executive Officer;

3.1.6 在適當情況下應每年檢討董事會成員多元化政策，及應每年檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度，以及每年在《企業管治報告》內披露檢討結果；

to review the Board's diversity policy annually, as appropriate; and to review the measurable objectives annually that the Board has set for implementing the Board's diversity policy and the progress of achieving the objectives; and make disclosure of its review results in the corporate governance report annually;

3.1.7 在適當情況下檢討董事會提名政策，以確保其有效性及監管合規性；及就政策之任何建議變動向董事會提供推薦建議；

to review the Board's nomination policy, as appropriate, to ensure its effectiveness and regulatory compliances; and make recommendations to the Board on any proposed changes to the policy;

3.1.8 若董事會擬於本公司股東大會上提呈決議案選任某人士為獨立非執行董事，委員會應就以下事項向董事會提供意見，而董事會應在本公司有關股東大會通告所隨附的致股東通函及／或說明函件中列明：

where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting of the Company, the Committee should advise the Board on the following issues, and the Board should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting of the Company:

3.1.8.1 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；

the process used for identifying such individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

3.1.8.2 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；

if the proposed independent non-executive directors 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 discharge his or her duties as a director;

3.1.8.3 該名人士可為董事會帶來的觀點與角度、技能及經驗；及

the perspectives, skills and experience that the individual can bring to the Board; and

3.1.8.4 該名人士如何促進董事會成員多元化；  
how the individual contributes to diversity of the Board;

3.1.9 董事會授權的其他事宜。  
other matters authorized by the Board.

3.2 委員會對董事會負責。委員會依據相關法律法規、規範性文件及公司章程規定，結合實際，形成提案後提交董事會考慮或通過。

The Committee shall be accountable to the Board. It shall prepare proposals based on the reality and submit the same to the Board for consideration and approval according to the requirements of relevant laws, regulations and normative documents as well as the Company's articles of association.

#### **4. 會議程序 Proceedings of Meetings**

4.1 委員會應每年至少召開一次，委員會可在有需要時召開臨時會議。

Meetings shall be held not less than once a year by the Committee. The Committee may hold temporary meetings as necessary.

4.2 委員會會議由委員會主席召集，若委員會主席因特殊原因不能召集，應由委員會主席指定的其他委員召集。

Meetings shall be convened by the Chairman of the Committee. If the Chairman of the Committee is unable to convene the meeting for special reasons, the meeting shall be convened by another member designated by the Chairman of the Committee.

4.3 委員會需於召開會議前至少 5 天發出通知給全體委員及列席人員，除非全體成員一致通過豁免該通知。不論所作出之通知期的長短，成員出席會議將被視為該成員豁免所需之通知期。會議議案及相關資料須於會議召開前 3 天或委員會協議的合理期限內發送給全體委員及列席人員。在緊急情況時，在確認通知到達全體委員的前提下，可以召開臨時會議，不受前述會議通知時間的限制。

Prior notice of at least 5 days should be given to all members and attendees for any Committee meeting, unless such notification is waived by all members of the Committee. Notwithstanding the notification period, the attendance of the member of the Committee at the meetings would be deemed to be treated as the waiver of the required notification requirement. Resolutions and relevant materials shall be sent to all members and attendees within 3 days prior to the meeting or within a reasonable time limit as agreed by the Committee. In case of emergency, an extraordinary meeting may be convened not subject to the aforesaid time limit for sending notice provided that all members have confirmed their receipt of such notice.

4.4 委員會會議應由二分之一以上委員出席方可舉行；每名委員均有一票，委員會在任何會議上的決議均應以出席成員的多數票獲通過，如果票數相同，則委員會主席擁有最終決定的一票。

The Committee meeting can only be convened with the attendance of at least half of the members; each member of the Committee in the meetings shall carry one vote and resolutions of the Committee at any meetings shall be passed by a majority of votes of the members

present, and in the case of an equal number of votes, the Chairman of the Committee shall have one vote for the final decision.

4.5 由委員會全體成員簽署之書面決議案亦被視為有效，猶如其已於委員會正式召開及舉行之會議上獲通過一樣。

A written resolutions signed by all members of the Committee shall also be deemed to be valid as if they had been passed at the meeting duly convened and held by the Committee.

4.6 委員會會議由委員會主席主持。若委員會主席因故不能主持會議時，可委託其中一名委員或由半數以上參會委員共同推舉一名委員主持會議。

The Committee meeting shall be chaired by the Chairman of the Committee. If the Chairman of the Committee is unable to chair the meeting for reasons, he/she may delegate such to a member or to a member elected by more than half of the members present at the meetings to chair such meeting.

4.7 委員會會議必要時可邀請公司其他董事及高級管理人員列席會議。

Other directors and senior management of the Company may be invited as attendees at the Committee meetings when necessary.

4.8 委員會討論有關委員會委員的議題時，當事人應回避。

A Committee member shall withdraw from any discussion held by the Committee which concerns himself/herself.

4.9 公司應向委員會提供充足資源以履行其職責，如有必要，委員會可以聘請中介機構為其決策提供獨立專業意見，費用由公司支付。

The Company should provide the Committee with sufficient resources to perform its responsibilities. Where necessary, the Committee may appoint intermediary agencies to provide independent professional advice for its decisions-making, at the Company's expense.

4.10 委員會可借助外部諮詢，根據董事會評價結果及工作業績，確定現任董事會成員及高級管理人員是否具有公司目前及未來發展所需能力及特質。

The Committee may, with the assistance of external consultation, determine whether the current members of the Board and senior management have the capabilities and characteristics required for the Company's current and future development based on the evaluation results of the Board and work performance.

## **5. 匯報程序 Reporting Procedures**

委員會應向董事會匯報，並且在每次委員會會議之後的下一次董事會會議上，主席須向董事會匯報委員會的調查結果及建議，除非對其如此行事的能力存在法律或監管限制。

The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations to the Board, unless there are any legal or regulatory restrictions on its ability to do so.

## **6. 會議記錄 Minutes of Meetings**

委員會的會議記錄應對會議上所考慮事項及大致的決定做足夠詳細的記錄，其中應該包括委員提出的任何疑慮或表達的反對意見。會議記錄應由委員會秘書保存，並應於會議結束後合理時間內先後將會議記錄的初稿及最終定稿發送全體委員，初稿供委員審閱及表達意見，最終定稿則作其記錄之用。

Minutes of the Committee meetings shall record in sufficient detail the matters considered and the general decisions taken at the meetings, including any concerns raised or objections expressed by members. Minutes shall be kept by the secretary of the Committee, who shall circulate the draft and final versions of minutes of the Committee meetings to all members of the Committee within a reasonable period after the meeting. The draft is for members to review and provide comments, and the final version is for record purpose.

## **7. 職責權限之公佈 Publication of the Responsibilities and Authorities**

委員會須提供其職權範圍，並將其上載至香港聯合交易所有限公司及本公司網站，從而解釋委員會的角色職責及董事會所授予其之權力。

The Committee shall make available these terms of reference, explaining its roles and responsibilities and the authority delegated to it by the Board by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

## **8. 董事會權力 Powers of the Board**

8.1 本守則解釋權歸屬董事會。

The right to interpret these terms of reference shall reside with the Board.

8.2 本守則自董事會審議通過後實施。

These terms of reference shall enter into force upon review and approval by the Board.