

BAIYING HOLDINGS GROUP LIMITED
百應控股集團有限公司

董事會提名委員會職權範圍

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

BAIYING HOLDINGS GROUP LIMITED

百應控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(“Company”)

(「本公司」)

(Stock Code: 8525)

(股份代號：8525)

Terms of Reference of the Nomination Committee (“Committee”) of the Board of Directors (“Board”) of the Company **董事會(「董事會」)提名委員會(「委員會」)** **職權範圍**

(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 on 15 December 2017.

本委員會是按本公司董事會於2017年12月15日通過的決議成立的。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company, and shall consist of not less than three members (unless the Board determines otherwise) and including at least one director of a different gender, a majority of whom should be independent non-executive directors of the Company.
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.

委員會成員由董事會從董事中挑選，委員會人數最少三名(董事對人數另有決定除外)並且包含至少一名不同性別董事，而大部份之委員會成員須為本公司的獨立非執行董事。

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。

2.3 The company secretary of the Company or other person appointed by the Committee shall be the secretary of the Committee. The appointment of the secretary of the Committee may be revoked or replaced by resolutions passed by the Committee.

本公司的公司秘書或獲委員會委任為秘書的其他人士為委員會的秘書。委員會可通過決議罷免或替換委員會秘書。

2.4 The appointment of the members of the Committee may be revoked or replaced, or additional members may be appointed to the Committee, by resolutions passed by the Board.

董事會通過決議，可罷免或替換委員會成員，或委任額外的委員會成員。

3. Proceedings of the Committee

會議程序

3.1 *Notice:*

會議通知：

- (a) Unless otherwise agreed by all the Committee members (either orally or in writing), 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 grounds that the meeting has not been properly convened.

- (a) 除非委員會全體成員同意(口頭或書面)，委員會的會議通知期，不應少於七天。有關會議通知應向委員會各名成員及受邀參加會議的其他人士發出。不論通知期長短，如委員會成員出席會議，則視作放棄收取有關會議通知，除非委員會成員出席會議乃為特意於會議開始時以會議尚未適當召開為由反對處理任何事務，則當別論。

(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 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.

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

(d) Notice of meeting (or notice of confirmation of meeting) shall state the purpose, time and place of the meeting and shall be accompanied by 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.

(b) 任何委員會成員可於任何時候召集委員會會議，而委員會秘書須應委員會成員的請求召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件或傳真或其他委員會成員不時議定的其他方式發出予各委員會成員不時通知委員會秘書的電話或傳真號碼或電郵地址或郵寄地址。

(c) 以口頭通知方式召開的會議，應儘快及在會議召開前以書面方式確認。

(d) 召開會議的通告(或確認會議通告的函件)必須說明開會目的、開會時間、地點及議程連同有關文件予委員會各成員參閱以作為開會之用。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

法定人數：委員會會議法定人數為兩位委員會成員。

3.3 **Frequency:** Meetings shall be held at least once a year.

開會次數：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

- 4.1 Written resolutions may be passed by all Committee members in writing and signed by all Committee members.

書面決議

委員會成員可以書面方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字同意。

5. Alternate Committee members

- 5.1 A Committee member may not appoint any alternate.

委任代表

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:

委員會的權力

委員會可以行使以下權力：

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, 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 the directors and the independence of independent non-executive directors in relation to their appointment or re-appointment as directors;

- (a) 要求本公司及其任何附屬公司（合稱「**本集團**」）的任何僱員及專業顧問向委員會提供其為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出之問題；
- (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) to obtain outside legal or other independent professional advice at the cost of the Company on any matters within these terms of reference as it considers necessary, 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 if it considers this 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 and should be provided with sufficient resources to discharge its duties;
- (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
- (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.

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

- (c) 如委員會認為有需要，可就涉及本職權範圍的事宜向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)，費用由本公司承擔，並可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權委託他人進行其認為適當的查冊(包括但不限於訴訟、破產及信譽查冊)、製作報告、進行調查或公開徵募以履行其職責。委員會應獲得充足資源以履行其職責；
- (d) 每年檢討本職權範圍及其對委員會履行其責任的有效性，如委員會覺得有需要，可向董事會提出修改建議；及
- (e) 為使委員會能恰當地履行其於第七章項下的責任，行使其認為有需要及有益的權力。

委員會應獲提供充足資源以履行其職責。

7. Duties of the Committee

7.1 The duties of the Committee shall be:

- (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge, relationship with the other Board members and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to maintain the skills matrix of the Board; and to evaluate the performance of the Board;
- (b) to determine the policy for the nomination of directors setting out the procedures for selection, appointment and re-appointment of directors and the selection criteria (including without limitation, considering the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity), identify individuals suitably qualified to become members of the Board and make recommendation to the Board on the selection of individuals nominated for directorships. In identifying suitable individuals, the Committee shall consider individuals on their merits and against objective criteria, with due regard to the benefits of diversity to the Board; and make disclosure of the implementation of the policy for the nomination of directors during the year in the Corporate Governance Report;
- (c) to assess (i) each director's time commitment and contribution to the Board and effectiveness of discharge his/her responsibilities; and (ii) the independence of the independent non-executive directors;

委員會的責任

委員會負責履行以下責任：

- (a) 至少每年檢討董事會的架構、人數、組成及成員多元化情況(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、與董事會其他成員之關係及服務任期方面)，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；編制董事會技能表；及評估董事會表現；
- (b) 訂定提名董事的政策，列出甄選、委任及重新委任董事的程序及甄選標準(包括但不限於考慮個別人選可為董事會的資歷、技巧、經驗、獨立性及性別多元化等方面帶來的貢獻)，物色具備合適資格可擔任董事的人士，並就提名獲挑選的人士出任董事向董事會提供意見。委員會於物色合適人士時，應考慮有關人士的長處並以客觀條件充分顧及董事會成員多元化的裨益；及每年在《企業管治報告》內披露年內執行有關提名董事的政策之情況；
- (c) 評核(i)每名董事向董事會投入的時間及所作貢獻，以及履職有效性；及(ii)獨立非執行董事的獨立性；

- (d) to review the Board's diversity policy, as appropriate, and the measurable objectives that the Board has set for implementing such diversity policy, and the progress of achieving the objectives; and make disclosure of a summary of the Board's diversity policy and its review results in the Corporate Governance Report annually; and
- (e) to 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

- (d) 在適當情況下檢討董事會成員多元化政策及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》內披露多元化政策摘要及檢討結果；及
- (e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，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出建議。

8. Minutes and written resolutions

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all Committee members for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 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.

會議紀錄及書面決議

- 委員會的完整會議紀錄及書面決議應由委員會秘書保存。
- 委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿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)。
- 委員會秘書應將各財政年度委員會舉行的所有會議的會議紀錄及個別委員會成員出席該財政年度舉行的會議之出席記錄(包括其姓名)存檔。

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

- 9.1 Unless the Board determines otherwise, the articles of association of the Company regulating the meetings and proceedings of the Board 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.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (including the Corporate Governance Code set out in Appendix C1 to the GEM 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 amendment or supplement to and revocation of these terms of reference or 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.

11. Reporting responsibilities

The Committee shall report to the Board after each meeting.

12. Publication of the terms of reference of the Committee

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 the website of the Stock Exchange.

本公司組織章程的持續適用

除非董事會另有決定，就前文未有作出規範，但本公司章程作出了規範的董事會會議及會議程序的規定，適用於委員會的會議及會議程序。

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香港聯合交易所有限公司（「**聯交所**」）GEM證券上市規則（「**GEM上市規則**」）的前提下（包括GEM上市規則之附錄C1《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。

報告責任

委員會應於每次委員會會議後向董事會作出報告。

刊發委員會的職權範圍

委員會應在本公司網站及聯交所網站上公開本委員會的職權範圍，並解釋其角色以及董事會轉授予其的權力。