

**MAGNIFICENT HOTEL INVESTMENTS LIMITED**  
**華大酒店投資有限公司**

**TERMS OF REFERENCE OF**  
**NOMINATION COMMITTEE**

**提名委員會職權範圍書**

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華大酒店投資有限公司

### Terms of Reference of Nomination Committee

提名委員會職權範圍書

#### *Formation*

##### *成立*

1. The Committee was formed pursuant to the board resolution of Magnificent Hotel Investments Limited (“the Company”) passed on 28 March 2012.  
委員會依據華大酒店投資有限公司（『本公司』）於二零一二年三月二十八日通過的董事會決議案而成立。

#### *Composition and Quorum*

##### *組成及法定人數*

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors. [3.27A]  
委員會成員經由本公司董事會從本公司的非執行董事及執行董事中委任，而委員會的大部份成員應為獨立非執行董事。

Members : The Committee shall consist of not less than 3 members.  
成員 : 委員會最少由三名成員組成。

Quorum : 2  
法定人數 : 2

3. The Chairman of the Committee shall be appointed by the board and should be the chairman of the board or an independent non-executive director. [3.27A]  
委員會主席須由董事會委任，並且應為董事會主席或獨立非執行董事。
4. The Board shall appoint at least one director of a different gender to the nomination committee. [B.3.5]  
董事會應為提名委員會委任至少一名不同性別的董事。
5. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.  
委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

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#### *Authority*

##### **權力**

6. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. 董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。
7. The Committee is authorised 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. [B.3.3]  
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

#### *Duties*

##### **職責**

8. The duties of the Committee shall be:  
委員會的職責如下：
  - (a) To review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually, assist the board in maintaining a board skills matrix and make recommendations on any proposed changes to the board to complement the Company's corporate strategy on such remuneration. [B.3.1(a)]  
至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），協助董事會編制董事會技能表，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議。
  - (b) To identify individuals suitably qualified to become board members and make recommendations to the board on the selection of individuals nominated for directorships. [B.3.1(b)]  
物色具備合適資格可擔任董事的人士，並建議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. [B.3.1(c)]  
評核獨立非執行董事的獨立性。
  - (d) 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. [B.3.1(d)]  
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。

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- (e) To support the Company's regular evaluation of the board's performance. *[B.3.1(e)]*  
支援本公司定期評估董事會表現。
- (f) To consider other topics as defined by the board.  
研究其他由董事會界定的課題。

*Last updated:* 23 May 2025  
*最新修訂:* 二零二五年五月二十三日