

**PAN ASIA ENVIRONMENTAL PROTECTION
GROUP LIMITED**

泛亞環保集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 556)

(股份代號：556)

**Terms of Reference of
the Nomination Committee of the Board of Directors
董事會提名委員會職權範圍及程序**

(Revised on 30 June 2025)

(於2025年6月30日修訂)

Pan Asia Environmental Protection Group Limited
泛亞環保集團有限公司
(“Company” and 「本公司」)

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」)
權責範圍及程序

(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 at its meeting held on 1 December 2007.

本委員會是按本公司董事會於2007年12月1日會議通過成立的。

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 and a majority of whom shall be independent non-executive directors. At the establishment of the Committee, the initial members are: Mr. Lai Wing Lee, Professor Wang Guozhen, Mr. Leung Shu Sun Sunny and Mr. Jiang Quanlong.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。委員會成立時的初始委員是：賴永利先生、王國珍教授、梁樹新先生及蔣泉龍先生。

- 2.2 The Chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive director.

委員會主席由董事會委任，並須由董事會主席或獨立非執行董事擔任。

- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members of the Committee present at the meeting, shall attend the meeting of the Committee and take minutes.

本公司的公司秘書為委員會的秘書。若公司秘書缺席，其委派代表或由委員會在會議上委任的人士，將可出席委員會會議及記錄會議紀錄。

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

經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。

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, a meeting shall be called by at least seven days' notice.

除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

(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.

任何委員會成員或委員會秘書(應董事的請求時)可於任何時候召集董事會議。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、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

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

口頭會議通知應儘快(及在會議召開前)以書面方式確實。

(d) Notice of meeting shall state the 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. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。會議議程及相關文件應至少在會議舉行日期前三天(或由成員協定的其他時限)送交委員會全體成員及其他出席會議人士。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors. **法定人數：**會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。
- 3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (“**Directors**”) of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors. **次數：**每年最少開會一次，以釐定、檢討及考慮本公司就董事委任、重新委任及罷免的提名程序、前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。
- 3.4 **Attendance:** Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree. The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Committee. **出席：**委員會成員可親自出席會議，或透過其他電子溝通方式或由成員協定的其他方式參與會議。其他董事、公司秘書(或其委派的代表)、人力資源部主管及相關高級管理人員及任何由一位委員會成員邀請的人士通常可出席委員會會議。
4. **Written resolutions** **書面決議**
- 4.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee. 在不影響香港聯合交易所有限公司證券上市規則(「《**上市規則**》」)的任何規定下，委員會可在全體成員同意下通過及採納書面決議案。
5. **Alternate Committee members** **委任代表**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任代表。

6. Authorities of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

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;

要求本公司及其任何附屬公司(合稱「**本集團**」)的任何雇員及專業顧問，提供委員會為執行其職責而需要資料，並提交報告、出席委員會會議及提供所需資料及解答有關問題；

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

於董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；

(c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, 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;

按照其職權範圍就相關事項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)。如委員會需要，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。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；

(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

對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為需要的修訂建議；及

- (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.

為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。

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

委員會應獲提供充足資源以履行其職責。

7. Duties of the Committee

委員會的職責

- 7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

- (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;

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)，協助董事會編製董事會技能表，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 members of the Board and may select individuals nominated for directorship;

物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事；

- (c) to assess the independence of the 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:

向董事會提呈下列事項的建議：

- (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;

董事會成員所要求的作用、責任、能力、技術、知識及經驗；

- (ii) the policy on the terms of employment of non-executive Directors;

委聘非執行董事的政策；

- (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

審核委員會、薪酬委員會及其他董事會委員會的組成；

- (iv) proposed changes to the structure, size and composition of the Board;

董事會的架構、人數及組成擬作出的變動；

- (v) candidates suitably qualified to become members of the Board; 具備合適資格擔任董事的人士；
- (vi) the selection of individuals nominated for directorship; 挑選被提名人士出任董事的；
- (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board; 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；
- (viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director; 在任多於九年的獨立非執行董事的去留問題，並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議；
- (ix) relevant matters relating to the appointment, re-appointment of Directors; and 委任及重新委任董事的相關事項；及
- (x) succession planning for Directors in particular the chairman and the chief executive officer; 董事接替計劃的相關事宜(尤其是主席及行政總裁)；
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of Directors; 董事接替計劃；
- (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others; 本集團為保持或加強本集團的競爭優勢所需要的領導才能；
- (iii) changes in market environment and commercial needs of the market in which the Group operates; 市場環境的轉變及本集團營運市場的商業需要；

- (iv) the skills and expertise required from members of the Board; and 董事會成員所須的技能及專才；及
- (v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer; 上市規則對上市發行人的董事的相關要求；
- (f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote; 檢討及就所有按上市規則第13.68條需事先取得本公司股東批准的現董事或建議委任董事與集團成員的擬定服務合同，向本公司股東就該議定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表決，向本公司股東提呈建議；
- (g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board; 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中需訂明對其等之要求，包括工作時間、董事會委員會服務要求及參予董事會會議以外的工作；
- (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure; 會見辭去本公司董事職責的董事並了解其離職原因；
- (i) to consider other matters as set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time), or as defined or assigned by the Board from time to time; and 考慮及執行包括載列於《上市規則》附錄14之《企業管治守則》相關守則條文(不時作出修訂)的事項，或董事會不時委派的其他事項；及

- (j) to support the Company's regular evaluation of the Board's performance.

支持本公司定期評估董事會的表現。

8. Minutes and records

會議記錄

- 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 and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

委員會的完整會議記錄及書面決議應由委員會秘書保存，並應在任何委員會或董事會成員發出合理通知時，公開有關會議記錄供其在任何合理的時段查閱。

- 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 members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

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，把委員會會議記錄或書面決議（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，最後定稿作其記錄之用）。

- 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.

委員會秘書應就年內委員會所有會議記錄存檔，以及具名記錄每名成員於委員會會議的出席率。

9. Reporting responsibilities

匯報責任

- 9.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

提名委員會應向董事會匯報其決定或建議，除非受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

10. Annual general meeting

10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.

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

11.1 The articles of association of the Company regulating the meetings and proceedings of the Directors 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.

12. Powers of the Board

12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices set out in Appendix 14 to the 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 amendments to and revocation of these terms of reference and 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 or revoked.

30 June 2025
2025年6月30日

Adoption and amendment records: First adopted by the Board at its meeting held on 1 December 2007 and amended on 30 March 2012 and 30 June 2025.

採納及變更記錄：由董事會於2007年12月1日通過的決議案首次採納，於2012年3月30日及2025年6月30日作出更改。

股東周年大會

委員會主席應出席股東周年大會（若委員會主席未克出席，則委員會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席），並於會上回答有關委員會的工作及責任的提問。

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程細則作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

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聯交所上市規則的前提下（包括聯交所上市規則之附錄十四《企業管治常規守則》或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。