

**WINFAIR INVESTMENT COMPANY LIMITED**

**永發置業有限公司**

**NOMINATION COMMITTEE**

**提名委員會**

**TERMS OF REFERENCE**

**權責範圍**

**1. Membership**

**會員資格**

- 1.1 The Committee shall consist of not less than three members. Members of the Committee shall be appointed by the Board. At least one director of a different gender must be in the Committee.

該委員會最少要有三位成員。其成員需由董事會委派。該委員會中必須至少有一名與該委員會成員性別不同的董事。

- 1.2 A majority of the members of the Committee shall be independent non-executive directors.

該委員會的成員必須以獨立非執行董事佔大多數。

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

董事會應委派董事會主席或獨立非執行董事出任該委員會主席。

**2. Attendance at Meeting**

**會議出席**

- 2.1 Only members of the Committee shall attend the Committee meetings. Other board members may be invited to attend all or part of any meeting as and when appropriate.

唯獨該委員會成員才可出席委員會會議。於適當時，其他董事會成員可被邀請出席整個或部份任何會議。

- 2.2 The Company Secretary shall be the Secretary of the Committee and in the absence of the Company Secretary, a member of the Committee shall act as the secretary.

公司秘書應為該委員會秘書。在公司秘書缺席情況下，一位該委員會成員將成為該委員會秘書。

**3. Quorum**  
**法定人數**

- 3.1 The quorum shall be three when the number of member exceeds three, and two when the number of member does not exceed three.  
法定人數為三位成員（如成員人數超過三人）或兩位成員（如成員人數不超過三人）。

**4. Frequency of Meetings**  
**會議次數**

- 4.1 Meeting shall be held at least once a year.  
每年最少舉行會議一次。

**5. Resolutions**  
**書面決議**

- 5.1. Anything that may be done by a resolution passed at a meeting of the Committee may be done, without a meeting and without any previous notice being required, by a written resolution of all members of the Committee.  
任何於該委員會會議上可通過之決議，均可在不舉行會議及無需事先通知的情況下，藉該委員會全體成員的書面決議作出。委員會的書面決議具有效力，猶如該決議是由該委員會在委員會會議上通過的一樣。

**6. Authority**  
**職權**

- 6.1 The Committee is authorized by the Board to obtain outside legal or other independent professional advice if necessary.  
如有需要，董事會可授權該委員會諮詢法律上或其他獨立專業意見。
- 6.2 The Committee shall be provided with sufficient resources to discharge its duties.  
該委員會應獲提供充足資源以履行其職責。

**7. Duties**  
**職責**

- 7.1 The duties of the Committee shall be:  
該委員會的職責是：
- 7.1.1 to formulate nomination policy for the Board's consideration; implement the Board's approved nomination policy; and regularly review the nomination policy;  
制定提名政策給予董事會考慮、執行已獲董事會同意的提名政策及定期檢討提名政策；

- 7.1.2 to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining board skills matrix, and to 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(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及工作任期)、協助董事會編制董事會技能表,並就任何為及配合公司的策略而擬對董事會作出的變動提出建議;
- 7.1.3 to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merits and against the objective criteria, with due regard for the benefits of diversity of the Board; and shall consider they have the time and ability to contribute to the Board;  
物色具備合適資格可擔任董事的人士,並挑選提名有關人士出任董事或就此向董事提供意見;委員會物色合適人選時,應考慮有關人選的長處,並以客觀條件充分顧及董事會成員多元化的裨益;以及考慮他們有時間及能力為董事會作貢獻;
- 7.1.4 to assess the independence of independent non-executive directors and review their annual confirmations on their independence; and make disclosure of its review results in the Annual Report;  
評核獨立非執行董事的獨立性及檢討就獨立非執行董事確認其獨立性的週年函証;並於年報內披露該檢討結果;
- 7.1.5 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;  
就董事委任或重新董事委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議;
- 7.1.6 to review regularly the contribution required from a director to discharge his/her responsibilities to the Company, and whether he/she is spending sufficient time performing them; and  
定期檢討董事向公司履行職責所需付出之貢獻,以及有關董事是否付出足夠時間履行職責;及
- 7.1.7 to formulate, review and update, as appropriate, the board diversity policy for the Board's approval having due regard to the requirements of the Listing Rules; and to review and update the objectives that the Board has set for implementing such policy, and monitor the progress made.  
因應《上市規則》的規定,按情況制定、檢討及更新董事會成員多元化政策供董事會批准,並檢討及更新董事會為落實該政策而制定的目標,以及監察達成目標的進度。

- 7.1.8 to formulate, review and update, as appropriate, the workforce diversity policy for the Board's approval having due regard to the requirements of the Listing Rules; and to review and update the objectives that the Board has set for implementing such policy, and monitor the progress made.

因應《上市規則》的規定，按情況制定、檢討及更新員工多元化政策供董事會批准，並檢討及更新董事會為落實該政策而制定的目標，以及監察達成目標的進度。

- 7.1.9 support the Company's regular evaluation of the Board's performance.  
支援公司定期評估董事會表現。

## **8. Reporting Procedures**

### **報告程序**

- 8.1 The Committee Chairman shall report to the Board after each meeting and make recommendations.

每次會議結束後，該委員會主席應向董事會作出匯報及提出建議。