

CHING LEE HOLDINGS LIMITED

正利控股有限公司
(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

NOMINATION COMMITTEE

提名委員會

TERMS OF REFERENCE

職權範圍

Constitution

組成

1. The board of directors (the “**Board**”) of Ching Lee Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 10 March 2016.

正利控股有限公司（「**本公司**」）的董事會（「**董事會**」）已於二零一六年三月十日舉行的會議議決成立將被為提名委員會（「**委員會**」）的董事委員會。

Membership and Quorum

會議成員及法定人數

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive directors. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).

委員會最少由三名成員（「**成員**」）組成，並須由董事會從本公司非執行董事中委任，其中大多數成員必須為本公司獨立非執行董事（「**獨立非執行董事**」）。

3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum. 委員會會議的法定人數為兩名成員，其中一名必須為委員會主席。於委員會主席准許下，其他非委員會成員的董事會成員有權出席委員會的任何會議，但其不得被計入法定人數。

4. The chairman of the Committee shall be appointed by the Board and shall be either the chairman of the Board or an INED.

委員會主席應由董事會委任，其應由董事會主席或獨立非執行董事出任。

Secretary

秘書

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

本公司的公司秘書或（倘其缺席）其代表須擔任委員會秘書（「**秘書**」）。委員會可不時委任具備合適資格及經驗的任何其他人士為秘書。

Attendance at meetings

出席會議

6. (a) The Committee may invite any executive Directors, member of senior management or other individual to attend meetings of the Committee as it considers appropriate but such executive Directors, member of senior management or other individuals are not entitled to vote at the meetings. 委員會可於其認為合適時邀請任何執行董事、高級管理層成員或其他個人出席委員會的會議，但有關執行董事、高級管理層或其他個人無權於會上投票。

- (b) The Company Secretary of the Company or his or her nominee shall be the secretary of the Committee.

委員會的秘書應由本公司的公司秘書或其代名人擔任。

- (c) No Director should be involved in and shall abstain from discussion in deciding the nomination of his associates.

概無董事可參與有關決定提名其聯繫人士的討論，並應避席有關討論。

Frequency of meetings

會議次數

7. The Committee members may call any meetings at any time when necessary or desirable.

每當需要或合宜時委員會成員可召開任何會議。

Proceedings of meetings

議事程序

8. (a) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.

委員會會議及程序受本公司組織章程細則之條文監管，以規管董事會會議及程序，惟董事會不時另有釐定者除外。

- (b) The Chairman, in consultation with the person responsible for Human Resources and the secretary of the Committee, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the secretary, shall ensure that all members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The Chairman shall, with the assistance of the person responsible for Human Resources, brief all members on issues arising at each Committee meeting.

主席的主要責任是與人力資源負責人及委員會秘書商議，草擬及批准每次委員會會議的議程。主席須在秘書協助下，確保所有成員及時收到充足資料，以便在委員會會議上進行有效討論。主席須在人力資源負責人協助下，向所有成員簡報每次委員會會議提出的事項。

Authority

授權

9. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.
委員會獲董事會授權向本集團僱員尋求於委員會職責範圍內所需的任何資料。
10. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.
委員會獲董事會授權獲取獨立專業意見，並於其認為有需要或合宜時，邀請具有相關經驗或專業知識的外界人士出席會議。

Duties

職責

11. The duties of the Committee shall include, but not be limited to the following:
委員會的職責包括但不限於下列各項：
- (a) to review the structure, size and composition (including the gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least once a year; assist the Board in maintaining a board skills matrix; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
至少每年檢討董事會的架構，規模及組成（包括性別，年齡，文化，教育背景，種族，專業經驗，技能，知識及服務任期方面），協助董事會編製董事會技能表，並向董事會提出任何改動建議以執行本公司的企業策略。
- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of

individuals for nomination of directorships of the Company;

物色具備合適資格擔任董事會成員的人士，並挑選提名有關人士出任本公司董事或就此向董事會提出建議。

- (c) assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

評估每名董事對董事會投入的時間及貢獻、能否有效履行職責，當中須考慮董事的專業資格及工作經驗、現有在香港聯合交易所有限公司主板或GEM上市的發行人董事職位及該董事其他重大外部事務所涉及時間投入以及其他與董事的個性、品格、獨立性及經驗有關的因素或情況。

- (d) review the Board Diversity Policy annually to ensure its effectiveness, and will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval; discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption; and ensure the progress on achieving the objectives will be disclosed in the Corporate Governance Report annually;

每年檢討董事會成員多元化政策，以確保其有效性，並討論可能需要的修訂，再向董事會提出修訂建議，由董事會考慮及審批；及每年討論及通過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，並提交董事會通過；以及每年確保在《企業管治報告》內披露實現上述目標的進展情況；

- (e) assess the independence of INEDs of the Company; including length of tenure and any overboarding, review the INEDs' annual confirmations on their independence and disclose the review results in the Corporate Governance Report;

評核本公司獨立非執行董事的獨立性，包括已任職時間及任何超額任職。審視獨立非執行董事就其獨立性而作出的年度確認，並在《企業管治報告》內披露審視結果。

- (f) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needs in future;

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，就委任或重新委任本公司董事，以及董事（尤其是本公司主席及行政總裁）繼任計劃的有關事宜向董事會提出建議。

- (g) support the Company's regular evaluation of the Board's performance, including but not limited to the continuous professional development and training to be received by the Directors;

支援本公司定期評估董事會的表現，包括但不限於董事參與持續專業發展及培訓的情況。

- (h) at least once a year, to review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;

每年對委員會本身的表現、組成及職權範圍至少檢討一次，以確保其以最高的效率運作，並就任何其認為必要的變更向董事會提出建議並取得董事會的批准；

- (i) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the annual report and published on the websites of The Stock Exchange of Hong Kong Limited and the Company;

在年報上公開委員會的職權範圍，解釋其角色以及董事會轉授予其的權力，並刊登於香港聯合交易所有限公司及本公司網站；

- (j) to ensure that each director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate; and

確保每名董事於董事會會議及／或本公司股東大會（倘適用）上皆以獨立決議案的方式提名；及

- (k) to do any such things to enable the Committee to perform its functions conferred on it by the Board.

採取任何行動使委員會履行董事會賦予的職能。

12. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

當董事會於股東週年大會上提出選舉一名人士為本公司獨立非執行董事的決議案時，委員會應於致股東的通函及／或有關大會通告隨附的說明函件內，載列應選任該人士的原因及其被認為具獨立性的原因。

13. The Chairman of the Committee or in the absence of the Chairman, another member of the Committee or failing this, his duly appointed delegate, should be available to answer questions at the annual general meeting.

委員會主席（或倘主席未克出席，則委員會另一成員或（倘其未能出席）獲其正式委任的代表）須出席股東週年大會，以於會上回應提問。

Reporting Procedures

匯報程序

14. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions limiting the circulation or the making of these reports. 秘書須於每次會議後合理時段內向所有成員傳閱委員會會議記錄及報告之初稿及最終定稿，以便彼等提出意見及存檔，惟須受任何限制傳閱或編製有關報告之法定或監管限制所限。
15. The Committee shall report to the Board of its findings, decisions and recommendations.
委員會須向董事會報告其調查結果，決定及建議。
16. The Chairman of the Committee who chair the meetings or other Member who is authorised by the chairman of the Committee to chair the meetings shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
主持會議之委員會主席或獲委員會主席授權主持會議之其他成員須於下一次定期董事會會議上匯報所作任何主要決定並向董事會提呈會議目錄及所討論問題。
17. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.
董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

Interpretation

詮釋

18. Interpretation of these terms of reference shall belong to the Board.
本職權範圍之詮釋權歸董事會所有。

(The English version shall always prevail in case of any inconsistency between the English version and its Chinese translation.)

(英文版本與其中文翻譯如有歧異，概以英文版本為準。)

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- 文件完 -

Adopted on 10 March 2016

於二零一六年三月十日採納

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