

MACROLINK CAPITAL HOLDINGS LIMITED

新華聯資本有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

**TERMS OF REFERENCE OF THE
NOMINATION COMMITTEE**

提名委員會職權範圍

(Subsequently amended on 27 March 2019)

(於二零一九年三月二十七日修訂)

Formation

成立

The Committee was formed pursuant to the board resolution of MACROLINK CAPITAL HOLDINGS LIMITED (“the Company”) passed on 29 March 2012.

委員會依據新華聯資本有限公司（「本公司」）於二零一二年三月二十九日通過的董事會決議案而成立。

Membership

成員

1. The Nomination Committee (hereinafter referred to as the “**Committee**”) shall consist of a minimum of three (3) members and a majority of whom should be independent non-executive directors (the “**INEDs**”) of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) from time to time.

提名委員會（以下稱為「委員會」）須由最少三名成員組成，而委員會的大部份成員應為獨立非執行董事（「獨董」）。委員會的組成必須遵守香港聯合交易所有限公司（「聯交所」）不時的證券上市規則（「上市規則」）的要求。

2. The chairman of the Committee shall be the chairman of the board of directors (the “**Board**”).

A.5.1

委員會的主席由董事會主席擔任。

Secretary

秘書

The secretary of the Committee shall be the company secretary.

委員會的秘書必須由公司秘書擔任。

Quorum

法定人數

The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委員會會議的法定人數為兩人，其中一人必須為獨董。

Frequency of meetings

會議的次數

Meetings of the Committee shall be held not less than once a year (or from time to time regulated by the Listing Rules). The chairman of the Committee may request a meeting if they consider that it is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

委員會會議應每年召開不少於1次(或按上市規則不時調整)。委員會的主席可以在其認為有需要時要求召開委員會會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

Attendance at Meetings

出席會議

1. At all times the chairman and chief executive officer of the Board shall be notified in advance of all meetings of the Committee.

在任何時候，委員會的所有會議的舉行應事先通知董事會主席及行政總裁。

2. Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過會議、電話或在參與會議的所有人能夠聽見對方的情況下或其它相似的通訊設備參加委員會會議。根據本條款參加會議之成員將被視為以個人方式參加該會議。

Committee's resolutions

委員會的決議

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議是有效及有作用的，有關書面決議將視作為於委員會會議上通過。有關書面決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。有關書面可以傳真方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

Authorities

授權

1. The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。
2. The Committee is to be provided with sufficient resources to perform its duties. A.5.4
委員會應獲供給充足資源以履行其職責。
3. The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary. A.5.4
委員會已獲董事會授權，如委員會認為有需要，可徵詢獨立法律或其他獨立專業意見及確保擁有有關經驗及專業的獨立專業人士出席會議。聘請有關專業人士之合理費用由公司支付。
4. Where the Board proposes a resolution to elect an individual as an INED 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: A.5.5
若董事會擬於股東大會上提呈決議案選任某人士為獨董，委員會應該于有關股東大會通告所隨附的致股東通函及/或說明函件中列明：
 - the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why the Committee considers the individual to be independent; 用於物色該人士的流程、董事會認為應選任該人士的理由以及本委員會認為該人士屬獨立人士的原因；
 - if the proposed INED will be holding their seventh (or more) listed company directorship, the reason why the Board believes the individual would still be able to devote sufficient time to the Board; 倘候任獨立非執行董事將出任第七間(或以上)上市公司的董事，董事會認為該人士仍可投入足夠時間履行董事責任的原因；
 - the perspectives, skills and experience that the individual can bring to the Board; and 該人士可為董事會帶來的觀點、技能及經驗；及
 - how the individual contributes to the diversity of the Board. 該人士如何為董事會多元化作出貢獻。

5. The Committee is authorized to review the policy concerning the diversity of Board members, (the “Board Diversity Policy”) as appropriate and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, the progress on achieving the objectives and disclose the Board Diversity Policy or a summary of the same and its review results in the Corporate Governance Report annually. 在適當情況下檢討董事會成員多元化的政策（「該政策」）；并檢討董事會為執行該政策而制定的可計量目標和達標進度；及每年在《企業管治報告》內披露該政策或其摘要及檢討結果。
6. The Committee is authorized to review the policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year and make disclosure of such policy in the Corporate Governance Report annually. 定期檢討董事會成員的提名政策，包括提名程序及本委員會在年內職別、甄選及推薦董事候選人的程序及準則；及每年在《企業管治報告》內披露該政策。

Duties

職責

The duties of the Committee shall be:

A.5.2

委員會的職責必須是：

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations 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（包括技術、知識及經驗方面），並就任何為配合發行人的公司策略而提出建議;
2. to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
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會提供意見;
3. to assess independence of new candidates for INEDs;
評核獨董新候選人的獨立性;
4. 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;
就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的事宜向董事會提出建議;

5. to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
進行任何使委員會能履行董事會賦予委員會的權力和功能的事情;
6. to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
遵守董事會不時發出的要求、指引及規則或公司的內部章程或上市規則或任何適用的法律; 及
7. to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at annual general meetings of the Company.
確保委員會主席, 或如主席缺席時由另一位委員會成員代替或在沒有其它委員會成員出席的情況下授權委派另一代表在公司的周年股東大會上回答有關問題。

Reporting procedures

報告程序

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out opinions and recommendations of the Committee. 委員會必須向董事會作出報告。在委員會的會議/書面決議之後的下一個董事會, 公司秘書應向董事會呈交委員會會議紀錄/書面決議的副本。該會議記錄或書面決議應訂明委員會的意見及建議。

Availability and update of the terms of reference

職權範圍的可公開性及更新

1. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.

當有需要時，本職權範圍應就環境及法定要求（如，上市規則）的變更而作出更新及修改。

2. These terms of reference shall be available on the Company's and the Stock Exchange's websites.

A.5.3

本職權範圍應在本公司及聯交所網站上載。