



HUAJUN INTERNATIONAL GROUP LIMITED

華君國際集團有限公司

**TERMS OF REFERENCE OF THE NOMINATION
COMMITTEE**

提名委員會職權範圍書

Adopted on: 28 March 2012

採納於：二零一二年三月二十八日

Amended on: 21 December 2018

修訂於：二零一八年十二月二十一日

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Constitution 組成

1. The Nomination Committee (the “Committee”) was formed pursuant to the board resolution of Huajun International Group Limited (“the Company”) passed on 28 March 2012. In light of the latest amendments made to the Corporate Governance Code and Corporate Governance Report (the “Code”) and the Exchange Listing Rules (the “Rules”) (which will take effect on 1 January 2019), the Board had further adopted the following terms of reference of the Committee on 21 December 2018 in accordance with such Code amendments.

提名委員會（「委員會」）依據華君國際集團有限公司（「本公司」）於二零零一二年三月廿八日通過的董事會決議案而成立。鑑於《企業管治常規守則》及《企業管治報告》（「守則」）及《上市規則》（「上市規則」）作出最新修訂（將於2019年1月1日生效），本公司董事會於2018年12月21日通過了按照該準則修訂就委員會的職權範圍作出以下修訂。

Composition and Quorum 組成及法定人數

1. Members of the Committee shall be appointed by the Board from the amongst the directors of the Company. Committee members are comprised of both Executive Directors and Independent Non-Executive Directors and shall consist of not less than three members, a majority of whom shall be Independent Non-Executive Directors.

委員會成員須由董事會從公司董事中委任。委員會的成員由執行董事及獨立非執行董事兩者組成，應由至少三名成員組成，大部分成員必須為獨立非執行董事。

2. The quorum of the Committee shall be any 2 of the members.

委員會之法定人數為任何2名成員。

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.

委員會主席應由董事會任命並由董事會主席或一名獨立執行董事擔任。

4. The meetings and proceedings are governed by the provisions contained in the memorandum of association and bye-laws 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和細則所載的董事會會議程序規定所規管。

5. Unless it is agreed otherwise, the Secretary of the Committee shall be the Company Secretary of the Company.

除其它特定約定外，委員會秘書應由公司秘書擔任。

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Frequency of meetings 會議次數

The Committee shall meet at least once a year, the Committee member may request a meeting if they consider that one is necessary.

委員會會議每年至少應舉行一次，如委員會成員認為有需要，亦可召開會議。

Authority 權力

1. The Committee is authorised by the board to:

董事會授權委員會：

- (i) make full use of intermediary agencies for identifying qualified director candidates and chief executive officer candidates at the Company's expense;
透過善用中介機構以物色合資格的董事人選及行政總裁人選，有關開支由公司支付；
- (ii) to obtain any information it requires from any employees of the Company to perform its duties;
委員會有權向任何本公司僱員索取所需資料以履行職責；
- (iii) conduct interviews with prospective candidates for nomination; and
與各準提名人選進行面試；及
- (iv) where necessary, seek legal or independent professional advice on any matters within this terms of reference, at the Company's expense, to perform its responsibilities.
在履行職責時，委員會有權就其職權範圍內的任何事項尋求法律或獨立專業意見，費用由公司支付。

Duties 職責

The duties of the Committee shall be: -

委員會的職責如下：—

1. To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; 每年檢討及監察董事會的架構、人數和組合（涵蓋技能、知識及經驗層面），並就任何為配合公司策略而擬對董事會作出的變動提出建議；

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2. To identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individuals shall be their ability to contribute to the effective carrying out by the Board of its responsibilities;
在董事會需要增加董事人數或填補董事空缺時，負責物色及提名合資格的人選。董事會將以各候任人選能否協助其有效履行責任，作為甄選的考慮準則；
3. 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 Officer;
就委任或續任董事以及董事繼任計劃（尤其是主席和首席執行官）事宜向董事會提出建議；
4. To make recommendations to the Board with particular regard to ensuring a substantial majority of the Directors on the Board being independent of Management;
向董事會提出建議，尤其是確保董事會的大多數成員均獨立於管理層；
5. To assess the independence of Independent Non-executive Directors and proposed Independent Non-executive Directors and their sufficiency of time to be devoted to the Company, if necessary, with reference to the Listing Rules; and to formulate the process used for identifying the candidate for the Independent Non-executive Directors.
參考上市規則的規定，評核獨立非執行董事的獨立性及獲提名獨立非執行董事的獨立性及他們是否有足夠的時間投入公司（如有必要）；並制定用以識別獨立非執行董事候選人的程序。
6. To review regularly the contribution required from a Director to perform his/her responsibilities, and whether he/she is spending sufficient time performing them;
對董事履行其責任所作出的貢獻及有否投入相應足夠的時間，進行定期檢討；
7. To review and monitor the training and continuous professional development of Directors;
檢討及監察有關董事的培訓課程及專業發展計劃；
8. To report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so;
向董事會匯報其決定或建議，但受法律或監管規定限制者除外；

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9. To adopt a board diversity policy and review the nomination policy and board diversity policy, as appropriate, to ensure its effectiveness; and make recommendations to the Board for consideration and approval as appropriate;
在適當情況下，採用董事會多元化政策和檢討提名政策及董事會多元化政策以確保其有效性；並適時向各董事會作出建議，以供考慮及審批；
10. To review the measurable objectives that the Board has set for implementing the nomination policy and board diversity policy and the progress on achieving these objectives.
檢討董事會為執行提名政策及董事會多元化政策而制定的可計量目標及達標進度。
11. To implement and oversee periodic performance evaluation of Board and its committees.
進行及監察董事會及其委員會的定期表現評估。
12. To perform any other duties as authorized by the Board.
履行經董事會授權的任何其他職責。

Reporting procedures 彙報程式

1. The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
委員會秘書或其代表應將委員會的會議記錄及報告向董事會全體成員傳閱。