

CHINA LILANG LIMITED

中國利郎有限公司

董事會提名委員會職權範圍

**Terms of reference of
the Nomination Committee of the Board of Directors**

CHINA LILANG LIMITED

中國利郎有限公司

(the “Company” and “本公司”)

**Terms of reference of the Nomination Committee (the “Committee”)
of the Board of Directors (the “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

- 1.1 The Committee is established pursuant to a written resolution passed by the Board dated on 13 February 2012.

組成

本委員會是按本公司董事會於 2012 年 2 月 13 日以書面決議方式通過成立。

2. Membership

- 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.

成員

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。

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

委員會主席由董事會委任，並由董事會主席或獨立非執行董事擔任主席。

- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. **Proceedings of the Committee**

3.1 ***Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least 14 days' notice. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 of the Listing Rules)

(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.

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。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

會議程序

會議通知：

(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於 14 天。不論通知期長短，委員會成員出席會議將構成放棄該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開為理由為目的，出席以表達反對會議處理任何事項。

(根據上市規則附錄十四第 A1.3 段及的規定，在切實可行的範圍內，召開委員會定期會議應發出至少 14 天通知)

(b) 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.
- (c) 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.
- (d) 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。
- 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.
- 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.
- 次數：每年最少開會一次。
- 4. Written resolutions**
- 書面決議**
- 4.1 Written resolutions may be passed by all Committee members in writing.
- 委員會成員可以書面決議方式通過任何決議。
- 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. Authority 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;
- (a) 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的任何資料，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;
- (b) 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；

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| <p>(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;</p> | <p>(c) 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;</p> |
| <p>(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</p> | <p>(d) 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須要的修訂建議;及</p> |
| <p>(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.</p> | <p>(e) 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。</p> |

6.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

本公司應向委員會提供充足資源以履行其職責。委員會履行職責時如有需要,應尋求獨立專業意見,費用由本公司支付。

7. Duties

7.1 The duties of the Committee shall be:

- (a) to review the structure, size and diversity (including but not limited to, gender, age, educational background, professional experience, skills and knowledge) of the Board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
- (b) 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, with due regards for the benefits of diversity on the Board;
- (c) to assess the independence of the independent non-executive Directors;
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
 - (ii) the policy on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and diversity of the Board;
 - (v) candidates suitably qualified to become members of the Board;

委員會的職責

委員會負責履行以下職責：

- (a) 至少每年檢討董事會的架構、人數及成員多元化(包括但不限於性別、年齡、教育背景、專業經驗、技能及知識方面)，並就任何為配合本公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並充分顧及董事會成員多元化的裨益，挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事的獨立性；
- (d) 向董事會提呈下列事項的建議：
 - (i) 作為董事會成員所應有的角色、責任、能力、技術、知識及經驗；
 - (ii) 委聘非執行董事的政策；
 - (iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；
 - (iv) 董事會的架構、人數及成員多元化擬作出的變動；
 - (v) 具備合適資格擔任董事的人士；

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| <p>(vi) the selection of individuals nominated for directorship;</p> | <p>(vi) 挑選被提名人士出任董事；</p> |
| <p>(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;</p> | <p>(vii) 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；</p> |
| <p>(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;</p> | <p>(viii) 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；</p> |
| <p>(ix) the appointment or re-appointment of Directors; and</p> | <p>(ix) 就董事委任或重新委任董事；及</p> |
| <p>(x) succession planning for Directors in particular the chairman and the chief executive ;</p> | <p>(x) 董事繼任計劃(尤其是主席及行政總裁)；</p> |
| <p>(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(e) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：</p> |
| <p>(i) succession planning of Directors;</p> | <p>(i) 董事接替計劃；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 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；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市場環境的轉變及本集團營運市場的商業需要；</p> |
| <p>(iv) the skills and expertise required, and diversity of the Board; and</p> | <p>(iv) 董事會成員多元化及所須具備的技能及專才；及</p> |
| <p>(v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;</p> | <p>(v) 上市規則對上市發行人的董事的相關要求；</p> |

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| <p>(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;</p> | <p>(f) 檢討及就所有按上市規則第 13.68 條須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；</p> |
| <p>(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;</p> | <p>(g) 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，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作；</p> |
| <p>(h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure; and</p> | <p>(h) 會見辭去本公司董事職責的董事並瞭解其離職原因；</p> |
| <p>(i) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;</p> | <p>(i) 在適當情況下檢討董事會成員多元化政策；及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；以及每年在《企業管治報告》內披露檢討結果；</p> |
| <p>(j) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(j) 考慮及執行董事會委派的其他事項。</p> |

8. Minutes and records

- 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.
- 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.
- 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.

9. Annual general meeting

- 9.1 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 answer questions at the annual general meeting on the Committee's activities and their responsibilities.

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

- 10.1 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.

會議紀錄

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

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，把委員會會議紀錄或書面決議(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，最後定稿作其紀錄之用)。

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

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

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。

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code 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.

12. Publication of the terms of reference of the Committee

The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange of Hong Kong Limited.

30 August 2013

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《企業管治守則》或本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。

委員會職權範圍的刊登

委員會應在本公司的網站及香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

2013年8月30日