

GAIN PLUS HOLDINGS LIMITED

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之股份有限公司)

(Stock Code: 8522)
(股份代號: 8522)

(the “Company”)
(「本公司」)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE “COMMITTEE”) OF THE BOARD (THE “BOARD”) OF DIRECTORS (THE “DIRECTORS”) OF THE COMPANY

本公司董事(「董事」)會(「董事會」)提名委員會(「委員會」)

職權範圍

(The Chinese version is for reference only) (中文本僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 23 January 2018.

本委員會是按本公司董事會於 2018 年 1 月 23 日會議通過成立的。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors of the Company.

委員會成員由董事會從董事會成員中挑選，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 must be an independent non-executive Director or the chairman of the Board.

委員會主席由董事會委任，並必須由獨立非執行董事出任。

- 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。如委員會秘書缺席，出席的委員將在他們當中選出秘書或委任其他人擔任該會議的秘書。

- 2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by resolutions passed by the Board. An appointment of Committee

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member shall be automatically revoked if such member ceases to be a member of the Board.
經董事會通過決議，方可委任額外、更替或罷免委員會成員。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。

- 2.5 The terms of appointment to Committee members should be determined by the Board at the appointment date.
委員會成員的委任條款應由董事會於委任日期確定。

3. Proceedings of the Committee
會議程序

3.1 *Notice:*
會議通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. 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.
除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。該通知應發給每名委員會會員及其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將被視為其放棄受到足期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，以會議沒有得到正確地召開為理由，反對會議處理任何事項。
- (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.
任何委員會成員或委員會秘書（應任何委員會成員的請求時）可於任何時候召集委員會會議。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（以該成員不時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.
口頭方式作出的會議通知，應盡快（及在會議召開前）以書面方式確實。
- (d) Notice of meeting shall state the purpose, time and place of the meeting. 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree). If the follow-up meeting takes place within 14 days after the meeting, then no notification is required for such follow-up meeting.
會議通告必須說明開會目的、時間和地點。議程及隨附需委員就該會議目的而審閱的有關文件一般在預期召開委員會會議前七天（無論如何不少於三天）（或其他經所有委員同意的其他時段）送達各成員參閱。如委員會在會議後的 14 天內召開後續會議，則毋須就該後續會議作另行通知。

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- 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.
法定人數：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 to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors, and to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.
開會次數：每年最少開會一次，以檢討、釐定及考慮本公司就董事委任、重新委任及罷免的提名程序及前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議，及檢討董事會成員多元化政策及執行由董事會不時採納的有關政策的任何可衡量目標以及達成該等目標的進度。
- 3.4 Meetings may be held in person, or by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。
- 3.5 Resolutions of the Committee shall be passed by more than half of its members.
委員會決議須由過半成員通過方告有效。
- 3.6 Upon the invitation from the Committee, the chairman or chairlady of the Board and/or the general manager or the chief executive officer, the chief financial officer, external advisor and/or other persons can be invited to attend all or part of any meeting.
委員會可邀請董事會主席或主席及/或總經理、首席執行官首席財務官、外部顧問及/或其他人士出席全部或部分會議。
- 3.7 Only the members of the Committee can vote in the meeting.
只有委員會成員可以在委員會會議中投票。
- 4. Written resolutions**
書面決議
- 4.1 A resolution in writing signed by all the Committee members 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 Committee members.
經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。
- 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。

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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 (hereinafter collectively referred to as “**Group**”) and any professional advisers, 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;
向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索取其所需的資料、要求上述人士準備及提交報告、出席委員會會議並提供所需資料及解答委員會提出的問題；
- (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;
就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；
- (c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on 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, 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;
如委員會覺得有需要，可就涉及本職權範圍的事宜對外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)，以及確保具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；
- (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
每年檢討本職權範圍及其有效性以履行其職責，如委員會覺得有需要，可向董事會提出修改建議；及
- (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.
為使委員會能恰當地執行其於第七章項下的職責，行使其認為有需要及權宜的權力。

6.2 The Company should provide the Committee sufficient resources to perform its duties.

本公司應提供充足資源予委員會以履行其職責。

7. Duties

責任

7.1 The duties of the Committee shall be:

委員會負責履行以下職責：

- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and 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(包括技能、知識、經驗及多元化觀點)，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；

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- (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;
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；
- (c) to assess the independence of the independent non-executive Directors;
評核獨立非執行董事的獨立性；
- (d) to make recommendations to the Board on:
向董事會提呈下列事項的建議：
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
作為董事會成員所應有的角色、責任、能力、技術、知識、經驗及多元化觀點；
 - (ii) the policy on the terms of employment of non-executive Directors;
委聘非執行董事的政策；
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
審核委員會、薪酬委員會及其他董事會委員會的組成；
 - (iv) proposed changes to the structure, size and composition of the Board;
董事會的架構、人數及組成擬作出的變動；
 - (v) candidates suitably qualified to become members of the Board;
具備合適資格擔任董事的人士；
 - (vi) the selection of individuals nominated for directorship;
挑選被提名人士出任董事；
 - (vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
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；
 - (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;
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；
 - (ix) the appointment or re-appointment of Directors;
董事委任或重新委任董事；
 - (x) succession planning for Directors in particular the chairman and the chief executive; and
董事繼任計劃(尤其是主席及行政總裁)；及
 - (xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy;
關於董事會成員多元化的政策，以及執行該政策的可衡量目標；

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- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
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：
- (i) succession planning of Directors;
董事接替計劃；
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
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；
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
市場環境的轉變及本集團營運市場的商業需要；
 - (iv) the skills and expertise required from members of the Board;
董事會成員所須具備的技能及專才；
 - (v) the Board's policy concerning diversity of Board members adopted from time to time; and
由董事會不時採納的關於董事會成員多元化的政策；及
 - (vi) the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) with regard to directors of a listed issuer;
香港聯合交易所有限公司創業板證券（「**創業板上市規則**」）上市規則對上市發行人的董事的相關要求；
- (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 17.90 of the GEM 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) 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;
就任何按創業板上市規則 17.90 條須事先取得本公司股東批准的現任董事或建議委任董事與集團成員的擬定服務合同作出檢討，向本公司股東就該擬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(不包括該等亦同時為於相關服務合同有重大利益的董事)；
- (g) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
會見辭去本公司董事職責的董事並瞭解其離職原因；
- (h) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and
檢討董事會成員多元化政策及執行由董事會不時採納的有關政策的任何可衡量目標，以及檢討達成該等目標的進度；及
- (i) to consider and implement other matters, as defined or assigned by the Board from time to time.
考慮及執行董事會委派的其他事項。

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8. Minutes and reporting procedures

會議紀錄及彙報程序

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his close associates has a material interest, unless the exceptions set out in note 5 to Appendix 3 to the GEM Listing Rules apply.

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會會員將不計入法定人數內，而除非創業板上市規則附錄三附注五適用，相關委員就他或其任何緊密聯繫人有重大利益的委員會決議必須放棄投票。

- 8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

委員會的完整會議紀錄應由正式委任的會議秘書(通常為公司秘書)保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間(一般指委員會會議結束後的 14 天內)內先後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。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

- 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.

委員會秘書應就本公司財政年度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。

9. Reporting responsibilities

彙報責任

- 9.1 The Committee shall report to the Board after each meeting.

委員會應於每次委員會會議後向董事會作出彙報。

10. Annual general meeting

股東周年大會

- 10.1 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.

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)應出席本公司的股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

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

本公司組織章程的持續適用

- 11.1 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.

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，在可行的情況下適用於委員會的會議程序。

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12. Powers of the Board

董事會權力

- 12.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix 15 to the GEM 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 or supplements 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, supplemented or revoked.

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創業板上市規則的前提下(包括創業板上市規則之附錄十五所載的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。

13. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

- 13.1 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.

委員會應在本公司的網站及聯交所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。

Adopted on 23 January 2018

於 2018 年 1 月 23 日採納