

Boshiwa International Holding Limited
(the “Company”)
博士蛙國際控股有限公司
(“本公司”)

Terms of Reference of the Nomination Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
adopted by the Board on 30 March 2012
本公司董事會(“董事會”)
提名委員會(“委員會”)職權範圍及程序
於 2012 年 3 月 30 日被董事會採納

1. Constitution 組成

1.1 The Committee is established by the Board with its responsibilities:
委員會是由董事會成立的，其職責為：

- (a) to review the structure, size and composition (including the skills, knowledge and experience) 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、知識及經驗方面），並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- (b) to identify individuals suitably qualified to become Board members 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 independent non-executive directors of the Company; and
評核本公司獨立非執行董事的獨立性；及

- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, 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）繼任計畫向董事會提出建議。

2. Membership 成員

- 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, a majority of whom shall be independent non-executive directors.

委員會成員須由董事會從本公司的董事中委任。委員會最少由三名成員組成，大部份成員必須是獨立非執行董事。

- 2.2 The chairman of the Committee shall be appointed by the Board and has to be the chairman of the Board or an independent non-executive director of the Company.

委員會主席須由董事會任命，及必須為董事會主席或本公司的獨立非執行董事。

- 2.3 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.

董事會及委員會分別通過決議，方可對委員會的成員進行罷免或委任額外人士成為委員會成員。

- 2.4 The secretary of the Company shall act as the secretary of the Committee.

本公司秘書將成為委員會秘書。

- 2.5 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 “**Listing Rules**”) as amended from time to time.

委員會的組成應遵守經不時修訂的香港聯合交易所有限公司證券上市規則（「**上市規則**」）的要求。

3. Frequency and proceedings of meetings 會議次數及程序

3.1 The Committee should meet at least once per year. The Chairman may convene additional meetings at his discretion.

委員會每年至少召開一次會議。委員會主席可酌情決定召開額外會議。

3.2 Notice of Meeting 會議通知

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice.

除非委員會全體成員同意，委員會的會議通知期，不應少於十四天。

(b) A Committee member may at any time summon a Committee meeting.

任何一位委員會成員於任何時間均可召開委員會會議。

(c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.

會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵方式按照委員會成員不時通知本公司秘書的號碼和地址致委員會成員本人，或以委員會成員不時議定的方式發予委員會各成員。

(d) Any notice given orally shall be followed by confirmation in writing before the meeting.

以口頭形式做出的通知，應在會議召開前以書面方式確認。

(e) 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.

會議通知必須說明會議的時間、地點，並提供會議議程以及委員會成員參加會議所需審閱的其它文件。

3.3 The quorum of the Committee meeting shall be two members of the Committee. 委員會的會議法定出席人數為兩位委員會成員。

3.4 Other Board members shall also have the right of attendance.
其他董事會成員均有權出席會議。

4. Alternate Committee members 委任代表

4.1 A Committee member may not appoint any alternate.
委員會成員不能委任代表。

5. Authorities of the Committee 委員會的權力

5.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.
委員會獲董事會授權處理上述第 1.1 條所述的事項。

5.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
委員會應獲給予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。

6. Minutes of meetings 會議紀錄

6.1 Full minutes of Committee meeting shall be kept by the secretary of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The secretary of the Company shall circulate the draft and final version of minutes of Committee meetings to all the Committee members for their comments and records within a reasonable time after the meeting.

公司秘書應存備委員會的會議紀錄，若有任何本公司董事發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。公司秘書應將委員會會議記錄的初稿及最後定稿在會議結束後的一段合理時間內先後發送委員會全體成員，初稿供表達意見，最後定稿作記錄之用。

7. Written resolutions 書面決議

7.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會成員可以以書面方式通過書面決議。本條文不影響上市規則有關舉行董事會或委員會會議的任何要求。

8. Reporting procedures 報告程序

8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability

to do so (such as a restriction on disclosure due to regulatory requirements).
委員會應向董事會彙報其決定或建議，除非委員會受法律或監管限制所限而不能作出彙報（例如因監管規定而限制披露）。

9. Continuing application of the articles of association of the Company 本公司 公司章程的持續適用

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

本公司公司章程作出的規範董事會會議程序的規定，如果也適用於委員會會議而且並未被本職權範圍及程序所取代，亦應適用於委員會的會議程序。

10. Powers of the Board 董事會權利

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code and Corporate Governance Report) to the Listing Rules), 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.

董事會在遵守本公司公司章程及上市規則(包括上市規則附錄十四(《企業管治守則》及《企業管治報告》))的前提下，可以隨時修訂、補充及廢除本職權範圍及程序以及委員會已通過的任何決議，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採取的行動的有效性。

11. Language 語言

11.1 If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

本職權範圍及程序的中、英文版如有歧異，應以英文版為準。

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