

SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(舜宇光學科技(集團)有限公司)

**Terms of reference of
the nomination committee of the Board of Directors**

董事會提名委員會職權範圍

SUNNY OPTICAL TECHNOLOGY (GROUP) COMPANY LIMITED
(舜宇光學科技(集團)有限公司)
(“Company”「本公司」)

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

董事會(「董事會」)提名委員會(「委員會」)職權範圍

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| 1 | <u>Adoption of the Terms of Reference</u> | <u>採納職權範圍</u> |
| | <p>These terms of reference of the Committee were adopted pursuant to a resolution passed by the Board at its meeting held on 22 December 2011.</p> | <p>本委員會職權範圍是按本公司董事會於二零一一年十二月二十二日會議通過的決議採納立的。</p> |
| 2 | <u>Membership</u> | <u>成員</u> |
| 2.1 | <p>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.</p> | <p>委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部分之成員須為本公司的獨立非執行董事。</p> |
| 2.2 | <p>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.</p> | <p>委員會主席由董事會委任及必須是董事會主席或一名獨立非執行董事。</p> |
| 2.3 | <p>The secretary of the Committee shall be appointed by the Board.</p> | <p>委員會秘書由董事會委任。</p> |
| 2.4 | <p>The appointment of the members or secretary of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board.</p> | <p>經董事會通過決議，方可委任額外或罷免委員會成員或秘書。</p> |
| 2.5 | <p>Only members of the Committee have the right to attend Committee meetings. Other individuals such as the chairman of the Board, and head of human resources, may be invited to attend all or part of any meetings as and when appropriate.</p> | <p>只有委員會成員才有權參加委員會的會議。其它人員如董事會主席，人力資源經理可在適當的情況下被邀請參加委員會各項或部分會議。</p> |

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. 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。
- (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（應董事的請求時）可於任何時候召開委員會會議。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. 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. In respect of regular meeting of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable in all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree). 會議通告必須說明開會目的、開會時間及地點並附以議程及連同委員會成員就會議目的或需要參閱的其他文件。第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前（或協定的其它時間內）送出。委員會其它所有會議在切實可行的情況下亦應採納以上安排。

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，而大部分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, re-designation, reappointment and removal of directors of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as directors.

次數：每年至少召開一次會議，以檢討、厘定及考慮本公司就董事委任、調職、重新委任及罷免的提名程序、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。

3.4 Participation: Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

參與：成員可以以電話會議或其它形式參加委員會會議，但所有參加會議的人員應能相互清晰聽到。

4 Resolutions

決議

4.1 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.

任何委員會會議決議都必須由參加會議的多數成員投票贊成通過。

4.2 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，惟必須所有委員會成員書面同意。

5 Alternate Committee members

委任代表

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 employees 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;
要求本公司及其任何附屬公司（合稱「**本集團**」）的任何僱員及專業顧問，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;
於董事獲委任或重新委任後，評審董事的表現及獨立非執行董事的獨立性；
- (c) to obtain, at the Company’s expenses, outside independent legal or other independent professional advices on or assistance to any matters within these terms of reference, including the advices 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;
按照其職權範圍就相關事項向外界尋求獨立法律或其他獨立專業意見或協助（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、審視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 recommendations to the Board any changes it considers necessary; and
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

- (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。

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

本公司應向委員會提供充足資源以履行其職責。

7 Duties

委員會的職責

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 and experience) of the Board at least annually;
- 至少每年一次檢討董事會的架構、人數及組成（包括技能、知識及經驗）；
- (b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;
- 物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事；
- (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 roles, responsibilities, capabilities, skills, knowledge and experience 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、知識及經驗；
- (ii) the policies 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 to complement the Company's corporate strategy;
- 為配合本公司策略而擬對董事會的架構、人數及組成作出的變動；

- (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 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; 輪流退任董事的重新委任，於此，股東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 recommendations 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, re-designation, re-appointment of directors; and 董事的委任、調職及重新委任；及
- (x) succession planning for directors in particular the chairman and the chief executive; 董事接替計劃的相關事宜（尤其是主席及行政總裁）；
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
 - (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; and 董事會成員所須具備的技能及專才；及
- (v) the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with regard to directors of a listed issuer; 香港聯合交易所有限公司證券上市規則（「上市規則」）對上市發行人的董事的相關要求；
- (vi) in respect of any proposed service contracts to be entered into by any members of the Group with its directors 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; 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任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；
- (vii) to ensure that on appointment to the Board, each director 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; 確保每位被委任的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；
- (viii) to conduct exit interviews with any director upon their resignation in order to ascertain the reasons for his departure; and 會見辭去本公司董事職責的董事並瞭解其離職原因；
- (ix) to consider other matters, as defined or assigned by the Board from time to time. 考慮董事會委派的其他事項。

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 records 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.

8.4 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9 Annual General Meeting

The Committee Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any shareholders' questions on the Committee's activities.

10 Continuing application of the articles of association of the Company

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。

委員會主席應在每次會議後就其職責及責任範圍的所有事項正式向董事會作出報告。

週年大會

委員會主席應在盡可能允許的情況下參加公司週年大會，並準備回答股東有關委員會活動的問題。

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

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

* *In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.*

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上市規則的前提下（包括上市規則之附錄十四《企業管治常規守則》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。

* 如英文文本及中文文本有不一致的地方，概以英文文本為準。