

**ZHONG AN REAL ESTATE LIMITED**

**眾安房產有限公司**

**董事會提名委員會職權範圍**

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

**Zhong An Real Estate Limited**  
**眾安房產有限公司**  
**(“Company” and “本公司”)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**本公司董事會(「董事會」)提名委員會(「委員會」)**  
**職權範圍**

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(中文本為翻譯稿，僅供參考用)

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| <b>1.     <u>Constitution</u></b>   | <b>組成</b>                                       |
| 1.1     The Committee is established pursuant to a resolution passed by the Board at its meeting held on 17 October 2007.   | 本委員會按董事會於 2007 年 10 月 17 日會議通過的決議案成立。           |
| <b>2.     <u>Membership</u></b>   | <b>成員</b>                                       |
| 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 which should be independent non-executive directors of the Company. | 委員會成員由董事會從董事會成員中委員，人數不少於三名。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.  | 委員會主席由董事會委任。                                    |
| 2.3     The company secretary of the Company shall be the secretary of the Committee.   | 本公司的公司秘書為委員會的秘書。                                |
| 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.   | 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。                  |
| <b>3.     <u>Proceedings of the Committee</u></b>   | <b>會議程序</b>                                     |
| 3.1 <i>Notice:</i>  | <b>會議通知：</b>                                    |
| (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) 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the Committee meeting.
- 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.
- 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 (“**Directors**”) of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.
4. **Written resolutions**
- 4.1 Written resolutions may be passed by all Committee members in writing.
5. **Alternate Committee members**
- 5.1 A Committee member may not appoint any alternate.
6. **Authority of the Committee**
- 6.1 The Committee may exercise the following powers:
- (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;
- (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;
- 會議通知必須說明開會時間和地點，並應隨附議程及其他文件一般在召開委員會會議前七天（無論如何不少於三天）送達各成員參閱。
- 法定人數:** 委員會會議的法定人數為兩位委員會成員，且大部份出席的成員須為獨立非執行董事。
- 次數:** 每年最少開會一次，以釐定、檢討及考慮本公司董事（「**董事**」）委任、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。
- 書面決議**
- 全體委員會成員可以通過任何書面決議。
- 委員會成員替任代表**
- 委員會成員不能委任任何替任代表。
- 委員會的權力**
- 委員會可以行使以下權力：
- 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；
- 就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；

- (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;
- (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
- (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.
- 6.2 The Committee should be provided with sufficient resources to perform its duties.
- 7. Duties**
- 7.1 The duties of the Committee shall be:
- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually;
- (b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;
- (c) to review the board diversity policy of the Company (the "Policy") and the progress on achieving the objectives set for implementing the Policy, and to make disclosure of its review results in the corporate governance report of the Company's annual report;
- 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)。如委員會認為有需要，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；
- 對職權範圍及履行其職責的有效性作每年一次的檢討並向董事會提出其認為必要的修訂建議；及
- 為使委員會能合理地執行第七章項下所列的職責，行使其認為必要及適宜的權力。
- 委員會應獲提供充足資源以履行其職責。
- 職責**
- 委員會履行以下職責：
- 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)；
- 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；
- 檢討本公司董事會多元化政策(「政策」)及達致目標的執行進度；並在本公司年報的《企業管治報告》內容披露檢討結果；

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| (d)    | to assess the independence of the independent non-executive Directors;   | 評核獨立非執行董事的獨立性；  |
| (e)    | to make recommendations on:  | 就下列事項提出建議：  |
| (i)    | the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;   | 董事會成員所要求的作用、責任、能力、技術、知識及經驗；                           |
| (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)   | any proposed changes to the Board to complement the Company's corporate strategy;  | 任何為配合本公司的策略而擬對董事會作出的變動；                               |
| (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，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; | 在任超過九年的獨立非執行董事的去留問題，並就如何表決批准重選該獨立執行董事的決議案，向本公司股東提供建議； |
| (ix)   | the appointment, re-appointment of Directors; and  | 委任及重新委任董事；及   |
| (x)    | succession planning for Directors in particular the chairman and the chief executive officer;  | 董事(尤其是主席及行政總裁)接替計劃的相關事宜；                              |

- (f) 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 董事會成員所需的技能及專才；及
- (v) the relevant requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with regard to directors of a listed issuer; 香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）上市發行人的董事的相關要求；
- (g) 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; 檢討及就按上市規則第 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（除該股東是董事及並擁有有關服務合同的重重大利益，和其相關聯繫人）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是否有利及本公司股東應怎樣表決而提呈建議；
- (h) to ensure that on appointment to the Board, non-executive Directors (including independent 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; 確保每位被委任的非執行董事(包括獨立非執行董事)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；

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| (i) 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；                     |
| (j) to consider other matters, as defined or assigned by the Board from time to time; and  | 考慮及執行董事會委派的其他事項；及                           |
| (k) to make available this terms of reference, explaining its role and authority delegated to it by the Board by including the same on The Stock Exchange's website and Company's website. | 委員會應在聯交所網站及本公司網站上公開其職權範圍，並解釋其角色及董事會轉授予其的權力。 |

**8. Minutes and records**

**會議記錄**

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| 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.  | 委員會的完整會議記錄及書面決議應由委員會秘書保存。  |
| 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 (generally, meaning within 14 days after the meeting) or before the passing of the written resolutions. | 委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內(一般指委員會會議結束後的 14 天內)，將委員會會議記錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員徵求意見及作其記錄之用。 |
| 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.   | 委員會秘書應就年內委員會所有會議記錄存檔，以及具名記錄每名成員於委員會會議的出席率。   |

**9. Continuing application of the articles of association of the Company**

**本公司組織章程的持續適用**

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| 9.1 The articles of association of the Company (the “Articles”) 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. | 本公司組織章程細則(「細則」)對董事會會議及其程序的規定，在其適用及本職權範圍條文未有取代情況下，適用於委員會的會議及程序。 |
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## **10. Powers of the Board**

- 10.1 The Board may, subject to compliance with the Articles and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own corporate governance code), 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.

*(August 2013)*

## **董事會權力**

在遵守細則及上市規則(包括聯交所上市規則之附錄十四《企業管治守則》及《企業管治報告》或公司自行制定的企業管治守則(如被採用))的前提下,董事會可隨時修訂及廢除委員會的職權範圍及委員會通過的決議,惟有關修訂及廢除該等職權範圍及委員會通過的決議,並不影響任委員會已採取的行動或已經通過的決議的有效性。

*(二零一三年八月)*