

WINFAIR INVESTMENT COMPANY LIMITED

永發置業有限公司

NOMINATION COMMITTEE

提名委員會

TERMS OF REFERENCE

權責範圍

1. Membership

會員資格

- 1.1. The Committee shall consist of not less than three members. Members of the Committee shall be appointed by the Board.
該委員會最少要有三位成員。其成員需由董事會委派。
- 1.2. A majority of the members of the Committee shall be independent non-executive directors.
該委員會的成員必須以獨立非執行董事佔大多數。
- 1.3. 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.
董事會應委派董事會主席或獨立非執行董事出任該委員會主席。

2. Attendance at Meeting

會議出席

- 2.1. Only members of the Committee shall attend the Committee meetings. Other board members may be invited to attend all or part of any meeting as and when appropriate.
唯獨該委員會成員才可出席委員會會議。於適當時，其他董事會成員可被邀請出席整個或部份任何會議。
- 2.2. The Company Secretary shall be the Secretary of the Committee and in the absence of the Company Secretary, a member of the Committee shall act as the secretary.
公司秘書應為該委員會秘書。在公司秘書缺席情況下，一位該委員會成員將成為該委員會秘書。

3. Quorum

法定人數

- 3.1. The quorum shall be three when the number of member exceeds three, and two when the number of member does not exceed three.
法定人數為三位成員（如成員人數超過三人）或兩位成員（如成員人數不超過三人）。

4. Frequency of Meetings
會議次數

- 4.1. Meeting shall be held at least once a year.
每年最少舉行會議一次。

5. Authority
職權

- 5.1 The Committee is authorized by the Board to obtain outside legal or other independent professional advice if necessary.
如有需要，董事會可授權該委員會諮詢法律上或其他獨立專業意見。
- 5.2. The Committee shall be provided with sufficient resources to discharge its duties.
該委員會應獲提供充足資源以履行其職責。

6. Duties
職責

- 6.1. The duties of the Committee shall be:
該委員會的職責是：
- 6.1.1. to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
制定提名政策給予董事會考慮及執行已獲董事會同意的提名政策；
- 6.1.2. to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and to 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(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及工作任期)，並就任何為及配合公司的策略而擬對董事會作出的變動提出建議；
- 6.1.3. 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; In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity of the Board;
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提供意見；委員會物色合適人選時，應考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

- 6.1.4. to assess the independence of independent non-executive directors and review their annual confirmations on their independence; and make disclosure of its review results in the Annual Report; and
評核獨立非執行董事的獨立性及檢討就獨立非執行董事確認其獨立性的周年函証；並於年報內披露該檢討結果；及
- 6.1.5. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
就董事委任或重新董事委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。
- 6.1.6 The board should have a policy concerning diversity of board member, and should disclose the policy or a summary of the policy in the Corporate Governance Report.
董事會應訂有涉及董事會成員多元化的政策(「政策」)；並於本公司每年《企業管治報告》內披露其政策或政策摘要。

7. Reporting Procedures

報告程序

- 7.1 The Committee Chairman shall report to the Board after each meeting and make recommendations.
每次會議結束後，該委員會主席應向董事會作出匯報及提出建議。