

AV CONCEPT HOLDINGS LIMITED

(Stock code: 595)

(股份代號:595)

**Terms of reference of
the Nomination Committee of the Board of Directors**
董事會提名委員會權責範圍及程序

AV CONCEPT HOLDINGS LIMITED (“Company”)
AV CONCEPT HOLDINGS LIMITED (「本公司」)

Terms of reference of the Nomination Committee (“NC”)
of the Board of Directors (“Board”) of the Company
董事會(“董事會”)提名委員會(“提委會”)
權責範圍及程序

1. Membership

成員

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| 1.1 | The NC shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors. | 提委會成員由董事會委任，成員人數應不少於三位，大多數成員應為獨立非執行董事。 |
| 1.2 | The Board shall appoint the chairman of the NC who should be either the chairman of the Board or one of the independent non-executive directors sitting on the NC. In the absence of the chairman of the NC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the NC when it is dealing with the succession of chairmanship. | 提委會主席由董事會委任，此主席由董事會主席或提委會成員中的一位獨立非執行董事擔任。如提委會主席或副主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。為免生疑慮、當提委會開會討論主席繼任問題時，董事會主席不應擔任該會議之主席。 |
| 1.3 | Only members of the NC have the right to attend the NC meetings. However, any director, executive or other person may be invited to attend the meetings when the NC considers that their attendance can assist it to discharge its duties. | 只有提委會的成員方可出席提委會之會議。然而，若提委會為任何董事、行政人員或其他人士可協助該會履行職責，則可邀請該等人士出席會議。 |
| 1.4 | Appointments to the NC shall be for a period of up to three years (subject to extension). | 提委會成員的任期最長應為三年(但可以連任)。 |
| 1.5 | A NC member may not appoint any alternate. | 提委會成員不能委任代表。 |

2. Frequency and proceedings of meetings

- 2.1 The NC shall meet at least once a year and at such other times as the chairman of the NC shall require.
- 2.2 The quorum for meetings of the NC shall be of such a number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the NC.
- 2.3 The secretary of the NC shall ascertain, at the beginning of the meeting of the NC, the existence of any conflict of interest and minute them accordingly. The relevant member of the NC shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the NC in which he/she and/or his/her associates have an interest.
- 2.4 Where appropriate or required, the other directors, the head of human resources, relevant senior management and other persons(s) invited by a NC member may attend meetings of the NC.
- 2.5 NC members may pass resolutions by way of written resolutions, but such must be by all passed by all NC members in writing.

3. Secretary

- 3.1 The company secretary of the Company or his nominee shall act as the secretary of the NC. The secretary of the NC or, in his/her absence, his/her delegate(s) or any person elected by the members present at

會議次數及程序

提委會應至少每年開會一次，並按提委會主席要求的其他時間開會。

提委會會議的法定人數應為能使獨立非執行董事在會上占大多數的數目。正式召開而達到法定人數的提委會會議有權履行提委會獲賦予的一切或任何授權、權力和酌情權。

在提委會會議開始時，提委會秘書應確定是否存在任何利益衝突並作相應記錄。若有提委會成員或其聯繫人於提委會會議上任何議案中佔有利益，有關成員不得計入出席會議的法定人數，並且必須放棄表決。

在合適或需要的情況下，其他董事、人力資源部主管、相關高級管理人員及由提委會成員邀請的人士可出席提委會會議。

提委會成員可以書面決議方式通過任何決議，惟必須所有提委會成員書面同意。

秘書

公司秘書或其代理人應擔任提委會秘書。提委會秘書（如其未能出席，則其委派的代表或由提委會在會議上委任的人士）應出席提委會會議及為會議作記錄。提委會亦可隨時委任或罷免提委會秘書。

the meeting of the NC shall attend the meeting of the NCs and take minutes. The NC is also entitled to from time to time appoint or remove the secretary of the NC.

4. Notice of Meetings

4.1 Meetings of the NC shall be convened by the chairman of the NC.

4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the NC and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.

4.3 A NC member may or, on the request of a NC member, the secretary to the NC shall, at any time summon a NC meeting. Notice shall be given to each NC 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 NC member or in such other manner as the NC members may from time to time determine.

4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

5. Minutes of the Meetings

5.1 Minutes of the NC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and

會議通告

提委會的會議應由提委會主席召開。

除非另有協議，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於開會日期之前最少14工作天送交提委會各成員及其他需要出席會議的人士。補充檔應於開會之前最少3個工作天送交。

任何提委會成員或提委會秘書(應提委會成員的請求時)可於任何時候召集提委會會議。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、傳真或其他提委會成員不時議定的方式發出予各提委會成員(以該成員不時通知秘書的電話號碼、傳真號碼、位址或電子郵箱位址為準)。

任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。

會議記錄

提委會的會議記錄應詳細記錄會議上審議的事項及所作出的決定，包括會上提出的關注及相反意見。會議記錄的初稿及最後定稿應於會議完成後14個工作天內供提委會所有成員傳閱；以供提出意見及作其他記錄之用；若無利益衝突，亦應供董事會

final versions of minutes of the meetings should be sent to all NC members for their comments and records within 14 working days after the meeting and unless there is a conflict of interest, to all other members of the Board.

- 5.2 The secretary of the NC shall keep the minutes and resolutions passed at the NC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

6. Annual General Meeting

- 6.1 The chairman of the NC or in his/her absence, another member of the NC or failing this, his/ her duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities of the NC.

7. Duties

- 7.1 The NC shall:

7.1.1 to compile a board diversity policy of the Company (the “**Board Diversity Policy**”) and review as appropriate and disclose the Board Diversity Policy or a summary of it in the corporate governance report of the Company (the “**Corporate Governance Report**”) annually;

7.1.2. review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress of achieving the objectives; and making disclosure of its review results in the Corporate

其餘全部成員傳閱。

提委會秘書應保存提委會之會議記錄及通過決議案之檔。除非有利益衝突，否則任何董事可在提出合理通知後，於任何合理時間內查閱上述檔。

股東周年大會

提委會主席應出席本公司的股東周年大會（若其未能出席，則提委會的另一名成員出席，或如該名成員未能出席，則其適當委任的代表出席），並準備回答股東有關提委會會議的問題。

責任

提委會應：

制定本公司的董事會成員多元化政策並在適當情況下檢討董事會成員多元化政策；以及每年在《企業管治報告》披露董事會成員多元化政策或政策摘要；

檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；

Governance Report annually;

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| 7.1.3. 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、知識及經驗各方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議； |
| 7.1.4. 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； |
| 7.1.5. assess the independence of independent non-executive directors, review the annual confirmation of independence provided by independent non-executive directors as “independent non-executive directors” under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“ Listing Rules ”), and approve the disclosure of the result in the Company's Corporate Governance Report; | 評核獨立非執行董事的獨立性，審閱獨立非執行董事根據香港聯合交易所有限公司證券上市規則（“上市規則”）以“獨立非執行董事”形式提交的年度獨立性確認書，並批准在本公司《企業管治報告》中披露結果； |
| 7.1.6. 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供建議； |
| 7.1.7. make recommendations to the Board on the membership of Board committees e.g. Audit | 與董事會主席及董事會所屬委員會（例如審核委員會及薪酬委員會）之主席協商，就有關委員會的成員向董事會提出建議； |

Committee and Remuneration Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;

7.1.8. before recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the NC shall:

- (i) use such method or methods to facilitate the search as it may deem appropriate;
- (ii) consider candidates from a wide range of backgrounds; and
- (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position;

7.1.9. make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts;

7.1.10. to disclose the policy for the nomination of directors, including

在建議作出委任之前，評估董事會的技能、知識和經驗等方面的均衡性，並按評估結果，就個別需被委任之董事的角色及所需具備的能力編制說明文件。在物色適當人選時，提委會應：

採用其認為有助物色人才的適當方法；

考慮來自各種背景的人選；及

根據人選本身的條件及客觀標準來考慮人選，並確保有關人選能投入足夠時間履行有關職務；

隨時就董事繼續服務等有關的事宜向董事會提供建議，包括根據法例及服務合約，暫停或終止某執行董事作為公司雇員所提供的服務；

披露提名董事的政策，包括提名程序以及遴選及推薦準則；

the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship;

7.1.11. keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;

不斷檢討本公司所需的領導需要（包括執行董事及執行非執事董事），以保持本公司在市場上的有效競爭力；

7.1.12. keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

完全掌握對本公司及其所在市場有影響的策略事宜及商業轉變的最新情況；

7.1.13. 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 the Listing Rules, 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，須事先取得本公司股東批准的有關本公司集團成員與現行董事或建議委任的董事擬訂立的服務合同，向本公司股東（股東為與該服務合同有重大利益的董事及其聯絡人除外）就該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應怎樣表決，提呈建議；

7.1.14. review annually the time required from non-executive directors. Performance evaluation should be

每年檢討非執行董事所需投入的時間。應採用績效評估來衡量非執行董事可有付出足夠時間履行其職責；

used to assess whether the non-executive directors are spending enough time to fulfil their duties;

7.1.15. ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and

7.1.16. conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure.

確保非執行董事獲委任加入董事會時收到正式的委任函，當中列明董事會期望他們付出的時間、在委員會的服務，以及參與董事會會議之外的活動；及

會見辭去本公司董事職責的董事並瞭解其離職原因。

8. Reporting Responsibilities

8.1 The NC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The NC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The NC shall provide to the Board all the information set out in paragraph L of Appendix 14 to the Listing Rules, to enable the Company to prepare the Corporate Governance Report in its annual report in compliance with such Appendix 14.

報告責任

提委會每次開會後，提委會主席應就提委會在職責範圍內討論的一切事宜，向董事會提交正式的報告。

提委會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。

提委會應向董事會提供上市規則附錄14第L段所述的一切資料，方便公司在年報內編制企業管治報告，以符合附錄14的規定。

9. Authority

9.1 The NC is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties.

權力

提委會有權為履行職責而向本公司任何雇員合理地索取任何資料。

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| 9.2 | Where necessary, the NC should seek independent professional advice, at the Company's expense, to perform its responsibilities. | 提委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。 |
| 9.3 | The Company should provide the NC with sufficient resources to perform its duties. | 本公司應向提委會提供充足資源以履行其職責。 |
| 10. | <u>Other</u> | <u>其他</u> |
| 10.1 | The NC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. | 提委會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。 |

Hong Kong, 16 April 2019

香港 2019 年 4 月 16 日