

**MOG HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
(於開曼群島註冊成立之有限公司)

**TERMS OF REFERENCE FOR THE  
NOMINATION COMMITTEE**  
提名委員會職權範圍書

**(adopted on 23 March 2020)**  
**(於 2020 年 3 月 23 日採納)**

## MOG Holdings Limited

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## Constitution

### 組織

1. The board of directors (the “**Board**”) of MOG Holdings Limited (the “**Company**”) hereby resolves to establish a nomination committee of the Board (the “**Nomination Committee**”). The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.  
MOG Holdings Limited (“**本公司**”) 董事會 (“**董事會**”) 現議決於董事會轄下成立一個提名委員會 (“**提名委員會**”)。提名委員會的組成必須遵守香港聯合交易所有限公司 (“**聯交所**”) 不時制定的證券上市規則 (“**《上市規則》**”) 的要求。

## Membership

### 成員

2. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.  
提名委員會成員須由董事會委任，並由不少於三名成員組成，其中大部分應為獨立非執行董事。提名委員會的法定人數為兩人，其中一人須為獨立非執行董事。
3. The chairman of the Nomination Committee shall be appointed by the Board and shall be either an independent non-executive director of the Company or the chairman of the Board.  
提名委員會主席須由董事會委任，並且須為董事會主席或獨立非執行董事。
4. The company secretary shall be the secretary of the Nomination Committee.  
提名委員會秘書為公司秘書。
5. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association of the Company (the “**Articles**”).  
成員的任期為自任命之日起一年 (可續期)，並受公司章程的規定 (“**章程**”) 約束。
6. The appointment of the members and secretary of the Nomination Committee may be revoked, or additional members may be appointed by separate resolutions passed by the Board and by the Nomination Committee. An

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appointment of the member shall be automatically revoked if such member ceases to be a director of the Company.

提名委員會成員和秘書的任命可以撤銷，也可以通過董事會和提名委員會通過的單獨決議任命其他成員。如果該成員不再擔任公司董事，則該成員的任命將自動撤銷。

#### Attendance at meetings

##### 出席會議

7. Unless otherwise agreed by all the members of the Nomination Committee, a meeting of the Nomination Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. 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 for the purposes of the Meeting.

除非提名委員會全體成員同意，提名委員會會議（下稱“會議”）的召集至少需要 14 天通知。成員可以，及秘書必須根據成員的要求，於任何時間召開會議。向各成員發出的會議通知必須於會議召開之前至少 14 天通過親身口頭傳遞、或者以書面、電話、電傳、電報、傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼、地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知必須以書面形式確認。會議通知必須註明會議舉行的時間和地點，並須附上議程及其他可能需要成員在會議上考慮的文件。

8. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the Meetings.

提名委員會秘書或其未克出席，其代表或任何一位提名委員會成員將出任會議秘書。

9. Members of the Nomination Committee may attend Meetings either in person or through other electronic means of communication.

提名委員會成員可以親身出席方式或以其他電子通訊設備形式參加會議。

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10. Resolutions of the Nomination Committee at any Meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

任何提名委員會的決議如超過兩名成員列席，必須由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

#### **Frequency of meetings**

##### **會議次數**

11. Meetings shall be held at least once a year.

會議次數須不少於每年一次。

12. Additional meetings shall be held as the work of the Nomination Committee demands or as convened by any member of the Nomination Committee at his or her discretion.

額外會議應按提名委員會的工作要求而召開，或由提名委員會的任何成員酌情召開。

13. Proceedings of the meetings of the Nomination Committee shall be governed by the Articles.

提名委員會會議的程序應受本章程的管轄。

#### **Authority**

##### **權力**

14. The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to discharge its duties.

董事會授權提名委員會按照其職權範圍向本公司之管理層索取進一步所需資料。

15. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權提名委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

#### **Duties**

##### **職務**

16. The duties of the Nomination Committee shall be:

提名委員會的職務如下：

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- (a) to disclose the policy for the nomination of directors in compliance with the requirements of the Listing Rules, the nomination procedures and the process and criteria to select and recommend candidates of the directorship of the Board;  
根據《上市規則》制定提名政策、物色及甄選董事會成員的程序、流程及準則；
- (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis (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），並就任何為配合發行人的公司策略而擬對董事會作出的變動提出建議；
- (c) 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；
- (d) to assess the independence of independent non-executive directors;  
評核獨立非執行董事的獨立性；
- (e) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer;  
就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議；
- (f) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and  
進行任何使提名委員會能履行董事會賦予其權力和功能的事情；以及
- (g) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.  
遵守董事會不時發出、本公司的內部章程包含的或《上市規則》或任何適用的法律規定的要求、指引及規則。

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#### Reporting procedures

##### 彙報程序

17. The Nomination Committee should report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference, unless there are legal or regulatory restrictions on its ability to do so.  
提名委員會應就其決定或建議，以及該等職權範圍所載事宜定期向董事會匯報（除其匯報受法律或法規限制者外）。
18. Draft and final versions of the minutes of the Meetings shall be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of Meetings and reports of the Nomination Committee to all members of the Board.  
會議紀錄的草稿及最終稿須向各提名委員會成員傳閱，供其審閱及存錄。提名委員會秘書或其代表須將提名委員會的會議紀錄及報告向董事會全體成員傳閱。

#### Continuing application of the Articles

##### 持續應用章程

19. The Articles regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the meetings and proceedings of the Nomination Committee.  
規範本公司董事會會議和議事程序的章程，只要適用且與本規定不抵觸，應作必要的變通，以規範提名委員會的會議和議事程序。

#### Publication and update of the terms of reference of the Nomination Committee

##### 刊登提名委員會職權範圍

20. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. The terms of reference of the Nomination Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.  
這些職權範圍應根據香港情況的變化和監管要求的變化(例如《上市規則》)在必要時進行更新和修訂。提名委員會的職權範圍應登載於本公司及聯交所的網站上，及在有人要求時，提供有關資料。
21. The Board may, subject to compliance with the Articles and the Listing Rules (including the Corporate Governance Code 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

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and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act or resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

董事會可在遵守《公司章程》和《上市規則》(包括《上市規則》附錄十四所載的《企業管治守則》，或如本公司通過的情況下，採用本公司自身的企業管治守則)的規定，對其進行修訂，補充並撤銷這些職權範圍和提名委員會通過的任何決議，但前提是，對這些職權範圍和提名委員會通過的決議的任何修改和撤銷均不得使提名委員會的任何先前的行為或決議有效，如果這些職權範圍或決議尚未被修改或撤銷。

## Others

### 其他事項

22. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

提名委員會的主席，或在該委員會的主席缺席時由另一名成員（或如該名成員未能出席，則其適當委任的代表）須出席股東周年大會並在股東周年大會上回答有關提名委員會的職能及責任的提問。

23. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

董事會在股東大會上提出決議案以選舉個人為獨立非執行董事時，應在股東大會通函和/或相關股東大會通告隨附的解釋性聲明中闡明：

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

用以識別該人的程序，以及董事會為何認為該人應當選，以及其認為該人是獨立的原因；

- (b) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

如果擬議的獨立非執行董事將擔任其第七間（或以上）上市公司董事職務，為什麼董事會認為該人仍然有足夠的時間於董事會上；

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(c) the perspectives, skills and experience that the individual can bring to the Board; and

個人可以帶入董事會的觀點，技能和經驗； 和

(d) how the individual contributes to diversity of the Board.

個人如何促進董事會的多元化。

24. The Nomination Committee should be provided with sufficient resources to discharge its duties.

提名委員會應獲供給充足資源以履行其職責。

*Note:*

*注:*

The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.

中文版本僅供參考，英文版本與中文翻譯如有歧義，概以英文版本為準。