



溫嶺浙江工量刃具交易中心股份有限公司
Wenling Zhejiang Measuring and Cutting Tools Trading Centre Company Limited*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(於中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1379)

(股份代號：1379)

(the “Company”)

(「本公司」)

Terms of reference of the Nomination Committee (the “Committee”)
of the Board of directors (the “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

1. CONSTITUTION

組成

1.1. The Committee is established pursuant to a resolution passed by the Board at its meeting held on 7 December 2020.

本委員會是按董事會於2020年12月7日會議通過成立的。

2. MEMBERSHIP

成員

2.1. 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 with at least one member of a different gender and a majority of whom shall be independent non-executive directors.

委員會成員由董事會從本公司董事中委任組成，委員會人數最少三名，最少一名成員為不同性別，而大部份之委員須為獨立非執行董事。

2.2. The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.

委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。

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 and secretary 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，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。

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 (either orally or in writing), a meeting shall be called by at least seven days' notice.
 - (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.
 - (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
 - (d) Notice of meeting shall state the purpose, 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.
- (a) 除非委員會全體成員(口頭或書面)同意，委員會的會議通知期，不應少於七天。
 - (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件或傳真發出予各委員會成員不時通知秘書的電話或傳真號碼或郵寄地址或電郵地址，或其他委員會成員不時議定的方式發出。
 - (c) 以口頭通知方式召開的會議，應儘快(及在會議召開前)以書面方式確實。
 - (d) 會議通告必須說明開會目的、時間、地點連同議程及有關文件予各委員參閱。

3.2. **Quorum:** The quorum of the Committee meeting shall be two members of the Committee.

法定人數：委員會會議的法定人數為兩位委員會成員。

3.3. **Frequency:** Meetings shall be held at least once a year.

開會次數：每年最少開會一次。

4. WRITTEN RESOLUTIONS

書面決議

4.1. Written resolutions may be passed by all Committee members in writing, provided that such written resolutions must be signed by all Committee members.

書面決議案可由所有委員會成員以書面方式通過，惟有關書面決議必須由所有委員會成員簽字同意。

5. ALTERNATE COMMITTEE MEMBERS

委任代表

5.1. A Committee member may not appoint any alternate.

委員會成員不能委任代表。

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;
- (c) to obtain, at the Company’s expenses, external 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 recommendations to the Board for 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 discharge its duties.

委員會的權力

委員會可以行使以下權力：

- (a) 要求本公司及其任何附屬公司(統稱「**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，並要求彼等準備及提交報告及出席委員會會議及提供所需資料及解答委員會提出之問題；
- (b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；
- (c) 按照本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。委員會有全權進行其認為適當以助其履行職責的查冊(包括但不限於訴訟、破產及信譽查冊)、報告、調查或公開徵募，並應獲得充足資源以履行其職責。前述費用均由本公司承擔；
- (d) 每年檢討本職權範圍及其有效性，如委員會得有需要，可向董事會提供修改建議；及
- (e) 為使委員會能恰當地執行其於下文第七章項下的職責，行使其認為有需要及權宜的權力。

委員會應獲提供充足資源以履行其職責。

7. DUTIES

7.1. The duties of the Committee shall be:

- (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall develop the criteria for identifying and assessing the qualification of and evaluating candidates for directorship, and consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to review and assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge their responsibilities effectively, taking into account the factors as required by the Listing Rules;
- (e) to assess the independence of the independent non-executive directors;
- (f) to review the Board diversity policy of the Group (the "**Board Diversity Policy**"), as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

職責

委員會的職責為：

- (a) 至少每年檢討董事會的架構、人數、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)，協議董事會維持董事會技能表，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；
- (b) 訂定提名董事的政策，物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。委員會於物合適人士時，應制定物色和評估董事候選人資格和評估的準則，並考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；
- (c) 物色合資格成為董事會成員的人士，並就甄選獲提名擔任董事的人士遴選或向董事會作出建議；
- (d) 考慮到《上市規則》規定的因素，審查和評估每位董事在時間上的投入和對董事會的貢獻，以及董事有效履行職責的能力；
- (e) 評核獨立非執行董事的獨立性；
- (f) 在適當情況下檢討本集團的董事會成員多元化政策(「**董事會成員多元化政策**」)；及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；

- (g) 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 officer, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- (h) to support the regular evaluation of the performance of the Board; and
- (i) to consider other matters, as defined or assigned by the Board from time to time.

(g) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；

(h) 支持定期評估董事會的表現；及

(i) 考慮董事會不時界定或指派的其他事項。

8. MINUTES AND RECORDS

會議紀錄

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.

委員會的完整會議紀錄及所有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 meetings of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comments and records respectively within a reasonable time 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，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委員供委員表達意見及作紀錄之用。

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, and also minute in sufficient detail the proceedings and resolutions of all such meetings. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.

委員會秘書應將本公司各財政年度委員會所有會議紀錄存檔，以及具名紀錄個別委員於該財政年內委員會會議的出席率，並充分詳細記錄所有該等會議的議事程序及決議案。會議記錄亦應包括委員會任何成員提出的任何疑慮及／或表達的反對意見。

9. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

本公司組織章程細則的持續適用

9.1. 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.

就前文未有作出規範，但本公司組織章程細則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。

10. POWERS OF THE BOARD

10.1. The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) (including the Corporate Governance Code and Corporate Governance Report set out in Appendix C1 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 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.

These terms of reference are written in English and Chinese. In the event of inconsistency, the English version prevails.

* *For identification purpose only*

董事會權力

董事會可在不違反公司組織章程細則及香港聯合交易所有限公司證券上市規則(「**上市規則**」)(包括上市規則之附錄C1《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則(如被採用))的前提下，隨時修訂、補充及廢除本職權範圍及委員會通過的決議，惟有關修訂、補充及廢除，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。

本職權範圍以中文及英文書寫；如兩種文本之間有任何差異，概以英文版本為準。

* 僅供識別