



SHANGHAI JIAODA WITHUB
INFORMATION INDUSTRIAL COMPANY LIMITED*
上海交大慧谷信息產業股份有限公司

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

(於二零一二年三月二十日採納及於二零二五年六月二十日修訂)
(ADOPTED ON 20TH MARCH, 2012 AND REVISED 20 JUNE 2025)

組織

Constitution

1. 本公司董事會（「董事會」）於董事會轄下成立了提名委員會，就董事之任命制定政策及成立具透明度之程序。提名委員會之職權範圍（「職權範圍」）列出如下：

The board of directors (“Board”) of the Company established a committee known as the Nomination Committee to determine the policy and transparent procedures for the appointment of directors to the Board. The terms of reference of the Nomination Committee (the “Terms of Reference”) are set out as follows.

成員

Membership

2. 提名委員會須由董事會不時委任之最少三名成員及至少一名不同性別的成員組成。董事會須依照香港聯合交易所證券創業板（「創業板」）上市規則委任提名委員會成員。提名委員會之大部分成員須由本公司的獨立非執行董事組成。法定人數為提名委員會的任何兩名成員。

The Nomination Committee shall comprise at least three members and at least one member of a different gender to be appointed by the Board from time to time. In appointing members of the Nomination Committee, the Board shall have regard to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited. A majority of the members of the Nomination Committee shall be independent non-executive directors of the Company. A quorum shall be any two members of the Nomination Committee.

3. 若某一名固定成員因未能出席、生病或任何其他原因而未能執行任務，提名委員會主席可委任本公司另一名董事代替該名成員，以充分維持執行董事及獨立非執行董事之所需人數比例。

If a regular member is unable to act due to absence, illness or any other cause, the chairman of the Nomination Committee may appoint another director of the Company to serve as an alternate member having due regard to maintaining the required balance of executive and independent non-executive members.

主席

The Chairman

4. 提名委員會主席將會由董事會委任，並須由董事會主席或獨立非執行董事擔任。提名委員會主席將會主持提名委員會會議。

The chairman of the Nomination Committee will be appointed by the Board and shall be the chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee should chair the meetings of the Nomination Committee.

5. 提名委員會主席須出席本公司股東周年大會，以回應股東有關提名委員會活動及運作的提問。

The chairman of the Nomination Committee shall attend the annual general meeting of the Company so as to be available to address questions from shareholders regarding the activities and approach of the Nomination Committee.

秘書

The Secretary

6. 提名委員會秘書為本公司之公司秘書或其提名人。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會員將出任提名委員會會議秘書。

The company secretary of the Company or his or her nominee shall act as the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

會議次數

Frequency of meetings

7. 提名委員會主席認為有需要時可召開會議。

Meetings shall be held whenever the chairman of the Nomination Committee deems it necessary.

8. 提名委員會之正式會議可以親身、或以電話或透過其他電子通訊系統參與會議，惟該等系統必須使參與會議之人士能即時與各出席會議成員同時發言。以此方式進行之會議，法定人數為任何兩名參與之委員會成員。

Formal meetings of the Nomination Committee may be held in person, by telephone or through other electronic means of communication that permit all participants to communicate with each other simultaneously, and the quorum in meetings held by means of telecommunication shall be any two participated Nomination Committee members.

提名委員會之職務

Duties of Nomination Committee

9. 提名委員會的職責如下：

The duties of the Nomination Committee shall be:

- (a) 至少每年檢討董事會之架構、人數及組成(包括技能、知識、經驗)、協助董事會編制董事會技能表，並就任何為配合公司策略而擬對董事會作出之變動提出建議；
to review the structure, size and composition (including the skills, knowledge and experience) 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) 物色合資格人選出任董事會成員，及選出董事候選人或就選出董事候選人向董事會提出建議；
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;
- (c) 評核獨立非執行董事之獨立性；
to assess the independence of independent non-executive directors;
- (d) 就董事之委任或重新委任以及董事繼任安排(尤其是主席及行政總裁)向董事會提出建議；
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;
- (e) 支援定期評估董事會表現；及
to support the regular evaluation of the Board's performance; and
- (f) 就擔任董事超過 9 年的獨立非執行董事之獨立性須作進一步評核,以獨立決議案形式由股東審議通過其是否獲續任。董事會應隨附該決議案一同發給股東的文件中，載有董事會為何認為該名人士仍屬獨立人士及應獲重選的原因。
to further assess the independence of an independent non-executive director who has served the Company for over nine (9) years when considering his further appointment by adopting a separate resolution being approved by shareholders, in particular, the Board must explain to the shareholders the reasons why it still believes such independent non-executive director is still independent and should be re-elected in the papers attaching to the resolution.

權力

Authority

10. 提名委員會獲董事會授權向本公司任何僱員索取所需資料，以執行職務，而所有僱員亦獲指示與提名委員會合作以符合其任何要求或查詢。

The Nomination Committee is authorized by the Board to seek any information it requires from any employee of the Company in order to perform its duties, and all employees are directed to co-operate with any request or enquiry made by the Nomination Committee.

11. 若在提名委員會之職權範圍內，提名委員會為了執行職務而認為有必要，可應董事會要求而物色及委任提名顧問，並制訂提名顧問之職權範圍，費用由本公司承擔。If the Nomination Committee deems necessary in the course of performing its duties, pursuant to its Terms of Reference and upon the request of the Board, the Nomination Committee may, at the Company's expense, select and appoint nomination consultant(s) and establish terms of reference its authority and duties accordingly.

12. 提名委員會須由本公司提供足夠資源以根據其職權範圍履行職務。提名委員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。

The Nomination Committee shall be provided with sufficient resources to perform its duties in accordance with its Terms of Reference. When necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

13. 提名委員會秘書或其代表應將委員會的會議記錄及報告向董事會全體成員傳閱。

The secretary or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

職權範圍書的刊發

Publication of the Terms of Reference

14. 職權範圍將上載於創業板網站及本公司網站，及於正常辦公時間，於本公司香港主營業地點可供本公司之股東參閱。任何人士亦可免費索取職權範圍之副本。

The Terms of Reference will be posted on the websites of GEM and the Company. It is available for inspection by the shareholders of the Company during normal business hours at the Company's principal place of business. A copy of the Terms of Reference will be made available to any person without charge upon request.

15. 有關提名委員會的下列資料將會於本公司年報內刊載的《企業管治報告》內作出披露：
The following information of the Nomination Committee will be disclosed in the Corporate Governance Report included in the annual report of the Company:
- (i) 提名委員會的角色及職能；
the role and function of the Nomination Committee;
 - (ii) 提名委員會的組成及其是否包括獨立非執行董事、非執行董事及執行董事（包括各提名委員的姓名，提名委員會的主席的姓名）；
the composition of the Nomination Committee and whether it comprises independent non-executive Directors, non-executive Directors and executive Directors (including their names and identifying the chairman of the Nomination Committee);
 - (iii) 提名委員會年內舉行會議討論薪酬相關事宜的次數，以及具名列載各委員出席該等會議的紀錄；及
the number of meetings held by the Nomination Committee during the year to discuss matters and the record of attendance of members, by name, at meetings held during the year; and
 - (iv) 提名委員會年內的工作摘要，包括年內由提名委員會或董事會（如沒有設立提名委員會）執行的有關制定提名董事的政策；提名委員會或董事會（如沒有設立提名委員會）年內就董事候選人採納的提名程序以及遴選及推薦準則。
a summary of the work during the year, including determining policy for the nomination of Directors, performed by the Nomination Committee during the year. The nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year.

* For identification purposes only

* 僅供識別