



CHINA FIRST CAPITAL GROUP LIMITED
中國首控集團有限公司

董事會提名委員會職權範圍
Terms of reference of
the Nomination Committee of the Board of Directors

CHINA FIRST CAPITAL GROUP LIMITED
中國首控集團有限公司
(the “Company”)(「本公司」)

**Terms of reference of the Nomination Committee (the “Committee”)
of the Board (the “Board”) of Directors (the “Director(s)”) of the Company**
本公司董事(「董事」)會(「董事會」)提名委員會(「委員會」)權責範圍及程序

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 19 October 2011.

委員會是按董事會於2011年10月19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 and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors, with at least one member of a different gender.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為獨立非執行董事，及至少有一名不同性別的成員。

- 2.2 The chairman of the Committee shall be appointed by the Board, and should be the 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 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，方可委任額外或罷免委員會成員。

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, a meeting shall be called by at least fourteen 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 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同意，委員會的會議通知期，不應少於十四天。
- (b) 任何委員會成員或委員會秘書（應董事的請求時）可於任何時候召集董事會議。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、傳真或其他委員會成員不時議定的方式發出予各委員會成員（以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準）。
- (c) 口頭會議通知應盡快（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、開會時間、地點、議程及隨附有關文件予各成員參閱。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors. **會議：**法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。
- 3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors. **次數：**每年最少開會一次，以釐定、檢討及考慮就董事委任、重新委任及罷免的提名程序、前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。
4. **Written resolutions** **書面決議**
- 4.1 Written resolutions may be passed by all Committee members in writing. 委員會成員可以書面決議方式通過任何決議，惟必須所有委員會成員同意。
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** **委員會的權力**
- 6.1 The Committee may exercise the following powers: 委員會可以行使以下權力：
- (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; (a) 要求本公司及其任何附屬公司（合稱「**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，並提交報告、出席委員會會議及提供所需資料及解答有關問題；

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| <p>(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;</p> | <p>(b) 於董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；</p> |
| <p>(c) to obtain, at the Company's expenses, outside 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;</p> | <p>(c) 按照其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。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> |
| <p>(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p> | <p>(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及</p> |
| <p>(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.</p> | <p>(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。</p> |

6.2 The Committee should be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

委員會應獲提供充足資源以履行其職責。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。

7. Duties

7.1 The duties of the Committee shall be:

- (a) 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) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;
- (c) to assess the independence of the independent non-executive Directors;
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
 - (ii) the policy on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) candidates suitably qualified to become members of the Board;

委員會的職責

委員會負責履行以下職責：

- (a) 每年檢討董事會的架構、人數及組成(包括技能、知識及經驗)，協助董事會維護董事會技能矩陣，並向董事局提出任何建議以補充本公司之整體策略；
- (b) 物色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；
- (c) 評核獨立非執行董事的獨立性；
- (d) 向董事會提呈下列事項的建議：
 - (i) 作為董事會成員所應有的角色、責任、能力、技術、知識及經驗；
 - (ii) 委聘非執行董事的政策；
 - (iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；
 - (iv) 董事會的架構、人數及組成擬作出的變動；
 - (v) 具備合適資格擔任董事的人士；

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| <p>(vi) the selection of individuals nominated for directorship;</p> | <p>(vi) 挑選被提名人士出任董事；</p> |
| <p>(vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;</p> | <p>(vii) 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；</p> |
| <p>(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election thereof;</p> | <p>(viii) 在任多於九年的獨立非執行董事的去留問題，並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議；</p> |
| <p>(ix) matters relating to the appointment, re-appointment of Directors; and</p> | <p>(ix) 委任及重新委任董事的事項；及</p> |
| <p>(x) succession planning for Directors in particular the chairman and the chief executive of the Company;</p> | <p>(x) 董事接替計劃(尤其是本公司主席及行政總裁)；</p> |
| <p>(e) to support the regular evaluation of the performance of the Board; and</p> | <p>(e) 支持對董事會績效的定期評估；及</p> |
| <p>(f) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(f) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：</p> |
| <p>(i) succession planning of Directors;</p> | <p>(i) 董事接替計劃；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 本集團為保持或加強本集團的競爭優勢所需要的領導才能；</p> |

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| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市場環境的轉變及本集團營運市場的商業需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board; and</p> | <p>(iv) 董事會成員所須具備的技能及專才；及</p> |
| <p>(v) the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) with regard to directors of a listed issuer;</p> | <p>(v) 《香港聯合交易所有限公司證券上市規則》(「上市規則」)對上市發行人的董事的相關要求；</p> |
| <p>(vi) the Board Diversity Policy, attached as an annex, should be taken into consideration, thus to objectively estimate benefits of the board diversity;</p> | <p>(vi) 董事會成員多元化政策(見附件)，以客觀條件估計董事會成員多元化的益處；</p> |
| <p>(g) 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 Rule 13.68 of the Listing Rules, to 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;</p> | <p>(g) 檢討及就所有按上市規則第13.68條須事先取得本公司股東批准的現董事或建議委任董事與集團成員的擬定服務合同，向本公司股東就該議定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本公司股東應怎樣作表決，向本公司股東提呈建議；</p> |
| <p>(h) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;</p> | <p>(h) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作；</p> |

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| <p>(i) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;</p> | <p>(i) 會見辭去本公司董事職責的董事並了解其離職原因；</p> |
| <p>(j) the Board Diversity Policy, measurable objectives and the progress made towards achieving those objectives under the policy, as well as efficiency of it will be reviewed and assessed annually; and</p> | <p>(j) 每年檢討董事會成員多元化政策，及檢討董事會成員多元化政策下的可計量目標和達標進度，評估董事會成員多元化政策的有效性；及</p> |
| <p>(k) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(k) 考慮及執行董事會委派的其他事項。</p> |

8. Minutes and records

會議紀錄

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| <p>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.</p> | <p>委員會的完整會議紀錄及書面決議應由委員會秘書保存。</p> |
| <p>8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.</p> | <p>委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，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成員(初稿供成員表達意見，最後定稿作其紀錄之用)。</p> |
| <p>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.</p> | <p>委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。</p> |

9. Continuing application of the articles of association of the Company

- 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.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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.

本公司組織章程的持續適用

就前文未有作出規範，但本公司章程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。

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及聯交所上市規則的前提下(包括聯交所上市規則之附錄C1《企業管治常規守則》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，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。

CHINA FIRST CAPITAL GROUP LIMITED
中國首控集團有限公司
(the “Company”)(「本公司」)

Board Diversity Policy
董事會成員多元化政策

(中文本為翻譯稿，僅供參考用)

1. Purpose

目的

This Policy aims to set out the approach to achieve reasonable and sufficient diversity on the Company’s board of directors (the “Board”).

本政策旨在列載本公司董事會(「董事會」)為達致合理及足夠的成員多元化而採取之方針。

2. Scope of Application

適用範圍

This Policy applies to the Board. It does not apply to employees of the Company and its subsidiaries.

本政策適用於本公司董事會，而不適用於本公司及其附屬公司的僱員。

3. Significance

重要性

The Company holds the belief that the board diversity will be immensely beneficial for the enhancement of the Company’s performance. The board diversity helps the Board make reasonable decisions, improve efficiency of the Board, make sure high level of corporate governance and enhance health and sustainable development of the Company.

本公司明白並深信董事會成員多元化對公司裨益良多，有助於董事會作出經全面合理考慮之決策，提升董事會效率，維持高水準企業管治，促進本公司健康可持續發展。

4. Policies

The Company will make efforts to keep an appropriate balance in diversity of skills, experience, opinions and point of view of the Board, to support the execution of business strategies and efficiency of Board operation.

With a view that “diversity” is a broad concept, the Company may consider the board diversity in designing the Board’s composition from a number of aspects, including but not limited to gender, age, culture and educational background, professional experience, related industry experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

5. Implementation

The Nomination Committee of the Board (the “**Nomination Committee**”) should be responsible for the identification of individuals suitably qualified to become Board members, and shall fully consider this policy in the process of performing this duties. The Board and the general meeting shall also take into full consideration of this Policy when making a determination of the Board composition.

政策 措施

本公司竭力確保董事會成員在技巧、經驗及觀點與角度等多元化方面保持適當的平衡，以支持業務策略之執行及令董事會有效率地運作。

本公司認為「多元化」是個寬泛的概念，在設定董事會成員組合時，可以從多個方面考慮董事會成員多元化，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、相關行業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，結合公司業務模式及與時並進的特定需要，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

執行

董事會提名委員會(「**提名委員會**」)肩負物色具備合適資格可擔任董事會成員人士的主要職責，在履行此職責時，提名委員會將充分考慮本政策。董事會及股東大會在確定董事會成員時亦應充分考慮本政策。

6. Measurable Objectives

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, culture and educational background, professional experience, related industry experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, age, professional experience, and length of service) will be disclosed in the corporate governance report in the annual report of the Company.

7. Monitoring and Reporting

The Nomination Committee will monitor the implementation of this Policy and report the Board's composition under diversified perspectives in the corporate governance report in the annual report of the Company.

8. Review of this Policy

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for approval.

9. Disclosure of this Policy

This Policy will be published on the Company's website for public information. A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the corporate governance report in the annual report of the Company.

可計量目標

甄選董事會成員人選將按一系列多元化範疇為基準，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、相關行業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。董事會成員組成(包括性別、年齡、專業經驗、服務任期)將在公司年報的企業管治報告部分披露。

監察及匯報

提名委員會負責監察本政策的執行，並將在公司年報的企業管治報告部分匯報董事會在多元化層面的組成。

檢討本政策

提名委員會將在適當時候檢討本政策，以確保本政策行之有效。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

本政策的披露

本政策登載在本公司網站供公眾查閱。本政策概要及為執行本政策而制定的可計量目標和達標進度將在公司年報的企業管治報告部分披露。