



中核集团

中核國際有限公司
CNNC INTERNATIONAL LIMITED

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

**(於二零一二年三月二十七日採納，
於二零一九年三月十五日及二零二五年六月十九日修訂)**
(adopted on 27 March 2012,
amended on 15 March 2019 and 19 June 2025)

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成立

Formation

提名委員會（「委員會」）依據中核國際有限公司（「本公司」）於二零一二年三月二十七日通過的董事局決議案而成立。

The Nomination Committee (the “Committee”) was formed pursuant to the Board resolution of CNNC International Limited (the “Company”) passed on 27 March 2012.

組成及法定人數

Composition and Quorum

委員會的大部份成員應為獨立非執行董事，至少有一名其他性別的董事。提名委員會由董事局會主席或獨立非執行董事擔任主席。

Majority of the committee members should be independent non-executive directors, with at least one director of a different gender. The Nomination Committee is chaired by the chairman of the Board or an independent non-executive director.

法定人數： 2名獨立非執行董事

Quorum: 2 of the independent non-executive directors

委員會會議及程式須受本公司的組織章程大綱和細則所載的董事局會議程式規定所規管。

The meetings and proceedings are governed by the provisions contained in the memorandum and articles of association of the Company for regulating meetings and proceedings of directors.

董事局須根據《上市規則》或適用的監管機構不時修訂的其他法令、規則和規定不時更改委員會的組成。

The Board shall from time to time vary the composition of the Committee as may be required by the Listing Rules, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

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權力

Authority

1. 董事局授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

2. 董事局授權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。

The 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.

職責

Duties

The duties of the Nomination Committee shall be: —

提名委員會的職責如下：—

1. 至少每年檢討董事局的架構、人數、組成及成員多元化(包括技能、知識及經驗方面)，協助董事局編制董事局技能表，並就任何為配合本公司的團體策略而擬對董事局擬作出的變動提出建議。

To review the structure, size, composition and diversity (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.

2. 向董事局彙報董事局成員的組合並監察董事局成員多元化政策的執行。

To report to the Board the composition of the Board members and monitor the implementation of the policy on board diversity.

3. 於每年《企業管治報告》內披露有關董事局成員多元化政策的概要及為執行該政策而制定的可計量目標和達標進度。

To make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives.

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4. 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局提供意見；在設定董事局成員組合時，以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、種族、專業經驗、技能、知識及服務任期。
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; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term.
5. 評核獨立非執行董事的獨立性，包括已任職時間及任何超額任職。
To assess the independence of independent non-executive directors, including length of tenure and any overboarding.
6. 評估每名董事對董事會投入的時間及貢獻、能否有效履行職責，當中須考慮董事的專業資格及工作經驗、現有在香港聯合交易所有限公司主板或GEM上市的發行人董事職位及該董事其他重大外部事務所涉及時間投入以及其他與董事的個性、品格、獨立性及經驗有關的因素或情況。
To assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience.
7. 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計畫向董事局提出建議。
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.
8. 支援本公司定期評估董事局表現，包括但不限於董事參與持續專業發展及培訓的情況。
To support the Company's regular evaluation of the Board's performance, including but not limited to the continuous professional development and training to be received by the directors.
9. 研究其他由董事局界定的課題。
To consider other topics as defined by the Board.

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彙報

Reporting

1. 委員會於每次再開會後向董事局彙報。
The Committee shall report to the Board after each meeting.
2. 秘書於合理時間內將每次委員會之會議紀錄給各董事傳閱。
The Secretary shall circulate the minutes of meeting of the Committee within a reasonable time to all members of the Board.
3. 提名委員會主席(或在其缺席時,其適當委任的代表)應出席本公司股東周年大會並準備在股東周年大會上回答關於委員會活動的問題。
The chairman of the Committee (or in his absence, his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to questions at the annual general meeting on the Committee's activities.

職權範圍書之發表

Publication of the Terms of Reference

本職權範圍書會於本公司網址及香港聯合交易所有限公司網址中刊載。任可人士亦可向本公司免費索取。

The Terms of Reference will be posted on the website of the Company and the website of The Stock Exchange of Hong Kong Limited. A copy of the Terms of Reference will be made available to any person without charge upon request.