



## ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 679)

### NOMINATION COMMITTEE – TERMS OF REFERENCE

#### 提名委員會職權範圍

#### Constitution

##### 組成

1. Below are the Terms of Reference of the Nomination Committee (the “**Committee**”) of Asia Tele-Net and Technology Corporation Limited (the “**Company**”) established on 27 March 2012, and such terms are amended and approved by the board (the “**Board**”) of directors (the “**Directors**”) of the Company from time to time in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

以下為本公司於 2012 年 3 月 27 日設立之提名委員會（「**委員會**」）的職權範圍，該職權範圍乃亞洲聯網科技有限公司（「**本公司**」）之董事（「**董事**」）會（「**董事會**」）為遵照香港聯合交易所有限公司證券上市規則（「**上市規則**」）項下企業管治守則而不時修訂及批准。。

#### Membership

##### 成員

2. The Committee members (the “**Member(s)**”) shall be appointed by the Board and shall comprise of not less than three members. A majority of the Members should be independent non-executive directors (the “**INED**”) , with at least one Member of a different gender.  
委員會成員（「**成員**」）須由董事會委任，而委員會須由不少於三位成員組成，當中大多數成員須為獨立非執行董事，而至少一名成員為不同性別。
3. The Chairman of the Committee shall be the Chairman of the Board.  
委員會的主席由董事會主席擔任。

### **Secretary**

#### **秘書**

4. The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).  
本公司之公司秘書應為委員會的秘書（「秘書」）。
5. Notwithstanding any other provisions in the terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.  
儘管其他條款另有規定，委員會可不時委任其他具有合適資格和經驗的人士擔任委員會秘書。

### **Frequency and proceeding of Meetings**

#### **會議程序及次數**

6. Meetings shall be held not less than once a year. Additional meeting should be held as the work of the Committee demands.  
每年須召開不少於一次會議。額外的會議應按委員會的要求而召開。
7. The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.  
會議的法定人數為兩位成員。如票數均等，委員會的主席有權投第二票或決定票。
8. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days’ notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the members. A member who attends such a meeting shall deem to agree to the shorter notice.  
除非委員會全體會員同意，否則委員會的會議通知期，不應少於 7 天。但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。
9. Meetings could be held in person, by telephone or by video conference.  
會議可以親身出席、電話或視像會議形式召開。
10. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.  
委員會會議的決議須由出席會議過半數的成員通過。
11. A resolution in writing signed by all Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

一份由委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的委員會會議通過一樣。

### **Attendance at Meetings**

#### **出席會議**

12. As necessary or desirable, the Committee may invite the Chairman and / or other member of the Board, members of management be present at meetings of the Committee.  
按需要或理想地，委員會可邀請主席及/或其他董事會成員和管理層出席會議。

### **Annual General Meeting**

#### **股東週年大會**

13. The Chairman of the Committee or, in his/her absence, another Member shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the activities of the Committee and their responsibilities.  
委員會主席或（在他/她缺席的情況下）另一名成員須出席本公司股東週年大會，並準備回應股東有關委員會事務及職責之提問。

### **Authority**

#### **權力**

14. The Committee is authorised by the Board to deal with matters set out under the section "Duties" below and within these terms of reference.  
委員會已獲董事會授權處理下述“職責”範圍及本職權範圍內的任何事宜。
15. The Committee should have access to professional advice if considered necessary<sup>1</sup>.  
如有需要委員會可尋求專業意見。
16. The Committee is to be provided with sufficient resources and/or information to discharge its duties.  
委員會可獲供給充足的資源及/或資料以適合地履行其職責及職能。

### **Duties**

#### **職責**

17. The duties of the Committee shall include:  
委員會的職責應包括：

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<sup>1</sup> Arrangement to seek professional advice could be made through Company Secretary.  
提名委員會可通過公司秘書對索取專業意見作出安排

- (a) To review the structure, size and composition (including the skills, knowledge and experience and diversity profile) 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.  
至少每年檢討董事會的架構、人數及組成(包括技術、知識及經驗方面及多元化概況)、協助董事會編制董事會技能表，並就任何為配合本公司策略而擬對董事會作出的變動提出建議。
- (b) To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorship.  
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出建議。
- (c) To make recommendations to the Board on matters relating to the appointment or re-appointment of directors and succession plan 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。
- (d) To assess the independence of independent non-executive directors having regard to the criteria under the Listing Rules.  
考慮上市規則，評核獨立非執行董事的獨立性。
- (e) To support the regular evaluation of the performance of the Board.  
支援發行人定期評估董事會表現。
- (f) To review the nomination policy and the workforce diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board.  
定期檢討本公司之提名政策及員工多元化政策，並就任何建議修訂向董事會作出建議。
- (g) To address and deal with such other matters as may be delegated by the Board to the Committee.  
完成董事會委派予委員會的其他工作事項。

### **Reporting Procedures**

#### **匯報程序**

18. The Committee shall report to the Board as and when appropriate.  
委員會須於適當時候向董事會作出匯報。
18. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.  
秘書須把委員會會議紀錄發送予董事會。
19. Draft and final versions of minutes of Committee meetings shall be circulated to the Board and all Members for their comments and records respectively.  
初稿及最後定稿之委員會會議紀錄需發送予董事會及所有成員（初稿供成員表達意見，最後定稿作其紀錄之用）。

### **Continuing application of the bye-laws of the Company**

#### **本公司公司細則之持續適用**

20. The bye-laws of the Company regulating the meeting and proceedings of the Directors so far as they 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，但本公司公司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。

### **Miscellaneous**

#### **其他**

19. The terms of reference is posted on the websites of the Company and The Stock Exchange of Hong Kong Limited explaining its role and the authority delegated to it by the Board.  
本職權範圍已於本公司及香港聯合交易所有限公司之網站登載，以解釋其角色及董事會轉授予其的權力。
21. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.  
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。