



三江化工

SANJIANG CHEMICAL

CHINA SANJIANG FINE CHEMICALS COMPANY LIMITED

中國三江精細化工有限公司

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 SANJIANG FINE CHEMICALS COMPANY LIMITED
中國三江精細化工有限公司
(the “Company” and “本公司”)

Terms of reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
本公司董事會(“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 12 March 2012.
- 本委員會是按本公司董事會於2012年3月12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 and a majority of whom shall be independent non-executive directors.
- 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本公司的獨立非執行董事。
- 2.2 The Chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.
- 委員會主席由董事會委任及必須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. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 本公司的公司秘書為委員會的秘書。如委員會秘書缺席，出席的委員會將在他們當中選出秘書或委任其他人擔任秘書。

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. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

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。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

2.5 The Committee should appoint at least one member of different gender.

委員會應至少任命一名不同性別的成員。

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 seven days' notice. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

除非委員會全體成員同意，委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將構成放棄該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開為理由為目的，出席以表達反對會議處理任何事項。

(Regular meetings should be called by, at least 14 days' notice: cf: paragraph A.1.3 of Appendix 14 to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”))

(根據香港聯合交易所有限公司證券(「**聯交所**」)上市規則(「**上市規則**」)附錄十四第A1.3段的規定，召開委員會定期會議應發出至少14天通知)

- (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. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- 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、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(以該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。
- 口頭會議通知應儘快(及在會議召開前)以書面方式確實。
- 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。第3.3條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，並至少在計劃舉行委員會會議日期的最少三天前(或經委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

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.

法定人數：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 every year or more frequently if circumstances require.

次數：每年最少開會一次，如有需要，可召開多次會議。

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 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;

要求本公司及其任何附屬公司的任何僱員及專業顧問，提供委員會為執行其職責而需要資料，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；

- (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; 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；
- (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; 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）。如委員會認為有需要，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；
- (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 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
- (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. 為使委員會能合理地執行本職權範圍第七節所列的職責，其認為有需要及有益的權力。

6.2 The Committee should be provided with sufficient resources to discharge its duties. 委員會應獲提供充足資源以履行其職責。

7. **Duties**

委員會的責任

7.1 The duties of the Committee shall be: 委員會負責履行以下責任：

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually; 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)；
- (b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorships; 物色具備合適資格可擔任董事的人士，並挑選被提名人出任董事；
- (c) to assess the independence of the independent non-executive directors; 評核獨立非執行董事的獨立性；
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board; 董事會成員所要求的作用、責任、能力、技術、知識及經驗；
 - (ii) the policy on the terms of employment of non-executive directors; 委聘非執行董事的政策；
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company; 審核委員會、薪酬委員會及其他董事會委員會的組成；

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| (iv) proposed changes to the structure, size and composition (including the skills, knowledge and experience) of the Board to complement the Company's corporate strategy; | 配合本公司的策略，而擬對董事會的架構、人數及組成(包括技能、知識及經驗方面)作出的變動； |
| (v) candidates suitably qualified to become members of the Board; | 具備合適資格擔任董事的人士； |
| (vi) the selection of individuals nominated for directorship; | 挑選被提名人士出任董事； |
| (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; | 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； |
| (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 of such independent non-executive director; | 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； |
| (ix) the appointment or re-appointment of directors; and | 委任或重新委任董事；及 |
| (x) succession planning for directors in particular the chairman and the chief executive. | 董事繼任計劃的相關事宜(尤其是主席及行政總裁)。 |

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 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.

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)。

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.

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。

9. Annual general meeting

股東周年大會

9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

10. Continuing application of the articles of association of the Company **本公司章程細則的持續適用**

- 10.1 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。

11. Powers of the Board **董事會權力**

- 11.1 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 14 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十四《企業管治常規守則》或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。

12. Reporting procedure

匯報程序

12.1 The secretary of the Committee shall circulate the minutes of Committee meetings, reports of the Committee and relevant information to all directors of the Company unless there are legal or regulatory restrictions to do so.

除非有法律或法規限制，委員會秘書應將委員會會議記錄、委員會的報告及有關資料向本公司所有董事傳閱。

13. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

13.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Adopted on 30 June 2025.

於2025年6月30日採納。