



KIN YAT HOLDINGS LIMITED

建溢集團有限公司

(Incorporated in Bermuda with limited liability)

NOMINATION COMMITTEE – TERMS OF REFERENCE

提名委員會職權範圍

(Revised on 30 August 2013 and effective from 1 September 2013)

(於二零一三年八月三十日修訂及於二零一三年九月一日生效)

I. OBJECTIVE

目標

The Nomination Committee (the “Committee”) of Kin Yat Holdings Limited (the “Company”) is to give advice to the board of directors of the Company (the “Board”) on the candidates, conditions, selection standards and procedures of the proposed appointment of Directors and the Senior Management of the Company.

建溢集團有限公司（「本公司」）提名委員會（「委員會」）是為本公司董事會（「董事會」）就擬任公司董事和高級管理人員的人選、條件、標準程序提供建議。

II. MEMBERSHIP

成員

- A. All members of the Committee (the “Members”) shall be appointed by the Board and can be removed by the Board at its sole discretion. The Committee shall comprise of not less than five members.

委員會所有成員（「成員」）須由董事會委任，並可由董事會全權酌情罷免。委員會須最少包括五名成員。

- B. The majority of the Members shall be Independent Non-executive Directors.

大多數成員須為獨立非執行董事。

- C. The chairman of the Committee (the “Chairman”) shall be appointed by the Board and must be an Independent Non-executive Director.

委員會主席（「主席」）須由董事會委任，且必須為獨立非執行董事。

- D. The Board may from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time (the “Listing Rules”) or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

董事會可不時按照《香港聯合交易所有限公司證券上市規則》（經不時修訂）（「上市規則」）或本公司的股份上市或報價的任何其他證券交易所的規則，或適用的監管當局不時規定的其他守則、規則及規例的要求，更改委員會的成員組合。

III. AUTHORITY

權限

- A. The Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company’s expense.

董事會授權委員會透過善用內部資源及中介機構以物色合資格的董事人選，並由公司支付有關開支。

- B. The Committee shall be provided with sufficient resources to discharge its duties, including the resources for seeking independent professional advice.

委員會應獲提供充足資源以履行其職責，包括為尋求獨立專業意見的資源。

- C. The Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.

董事會授權委員會與各準提名人選進行面試。

IV. DUTIES

職責

The duties of the Committee shall include the following aspects:

委員會的職責包括以下方面：

- (a) to formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy.

制定提名政策供董事會審議，並執行董事會批准之提名政策。

(b) without prejudice to the generality of the foregoing:-

在不損害前述一般性規定的情況下：

- (i) to review the structure, size, composition and diversity (including the skills, knowledge gender, age, cultural and education background, ethnicity, professional experience and length of service) of the Board at least annually, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

至少每年檢視董事會的結構、人數、組成及成員多元化（包括技能、知識、性別、年齡、文化及教育背景、種族、專業經驗及服務年期），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；

- (ii) 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 officer of the Company;

就董事的委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議；

- (iii) to identify individuals suitably qualified to become directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

物色具備合適資格可擔任董事的人士，並挑選推薦有關人士出任董事或就此向董事會作出建議；

- (iv) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and

在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；及

- (v) to assess the independence of Independent Non-executive Directors.

評估獨立非執行董事的獨立性。

(c) To report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

向董事會匯報其決定或建議，但受法律或監管規定限制者除外。

V. MEETINGS

會議

- A. The Committee shall meet at least once a year. Additional meetings may be held as and when the Committee shall see fit.
委員會每年最少舉行一次會議，並可能於委員會視為適當時舉行額外會議。
- B. Notice of any meetings of the Committee has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. The requisite notice period is not required if a Committee meeting is adjourned for less than 14 days.
除非獲得所有成員一致豁免，否則任何委員會會議的通知必須在開會之前不少於十四天發出。不論通知期長短，若一成員出席會議，則表示該成員已豁免向其按規定期限發出通知。若委員會會議延期時間不足十四天，則毋須遵守所需通知期的規定。
- C. The quorum of the Committee shall be any two Members.
委員會所需的法定人數為任何兩名成員。
- D. Other members of the Board may attend meetings of the Committee by invitation although only Members are entitled to vote at such meetings.
董事會的其他成員亦可被邀出席委員會會議，但只有委員會成員可在該等會議上投票。
- E. The Chairman or in his/her absence, another Member (who must be an Independent Non-executive Director) shall attend the annual general meetings of the Company and be prepared to respond to the questions from shareholders on the activities of the Committee and their responsibilities.
主席或在他／她缺席的情況下，另一位成員（必須為獨立非執行董事）須出席本公司股東週年大會，並須準備回答來自股東有關委員會活動和其責任上的提問。
- F. The secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of meetings of the Committee shall be sent to all Members for their comment within a reasonable time after the meeting. The final version of the minutes duly signed by the Chairman shall be sent to all Members for their records.
委員會秘書應保存所有委員會會議的完整記錄。委員會會議記錄的擬稿應在會議結束後合理時間內發送予所有成員以供審閱。經主席正式簽署的會議記錄的最終定稿將發送予所有成員以供存檔。
- G. Minutes of each Committee meeting shall be prepared and circulated to all members of the Board.
每次委員會會議均須作出會議紀錄，有關紀錄須呈交董事會全體成員傳閱。

VI. PUBLICATION OF THESE TERMS OF REFERENCE

本職權範圍文件的刊發

A copy of these Terms of Reference will be made available to any person without charge upon request and be posted on the respective website of the Company and Hong Kong Exchanges and Clearing Limited.

任何人士均可免費索取本職權範圍文件的副本及本職權範圍文件分別刊載於本公司與香港交易所有限公司之網站。

Hong Kong, 2 September 2013.

香港，二零一三年九月二日