



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(the “Company”)

(“本公司”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

提名委員會職權範圍

ADOPTED BY THE BOARD ON 30 MARCH 2012

AND REVISED BY THE BOARD WITH EFFECT FROM 1 SEPTEMBER 2013

於 2012 年 3 月 30 日經董事會採納

並經董事會修訂及於 2013 年 9 月 1 日生效

1. Membership

成員

- 1.1 All Members of the Nomination Committee shall be appointed by the board of the Company (the “**Board**”) and can be removed by the Board at its sole discretion.

提名委員會所有成員須由本公司董事會（「**董事會**」）委任，並可由董事會全權酌情罷免。

- 1.2 The majority of the Members shall be independent non-executive directors (“**INEDs**”).

提名委員會成員當中過半數成員須為獨立非執行董事。

- 1.3 The Nomination Committee must be chaired by the Chairman of the Board or an INED within the Nomination Committee and appointed by the Board.

提名委員會之主席須由董事會委任，並須由董事會主席或提名委員會中之獨立非執行董事擔任。

* For identification purpose only

2. Secretary **秘書**

- 2.1 The company secretary shall be the secretary of the Nomination Committee.
提名委員會之秘書由公司秘書擔任。
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
儘管其他條款另有規定，提名委員會可不時委任其他具有合適資格和經驗的人士擔任提名委員會秘書。

3. Frequency and proceedings of meetings **開會的次數和程序**

- 3.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
委員會應至少每年開會一次，其他額外會議由委員會視乎需要而舉行。
- 3.2 The Chairman of the Committee may convene additional meetings at his/her discretion.
委員會主席可酌情召開額外會議。
- 3.3 Notice of any meetings has to be given at least 7 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. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
任何會議之通告均須於該會議舉行前七日發出，惟全體成員一致豁免有關通告則除外。無論發出通告期限之長短，成員出席會議即被視為該成員已豁免會議通告之所需期限。倘續會少於十四日內舉行，則毋須發出任何續會通告。
- 3.4 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。
- 3.5 Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Laws of the Company.
委員會開會的程序應按本公司細則執行。
- 3.6 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。

3.7 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。

3.8 A resolution in writing signed by all Members of the 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。

3.9 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for directors' inspection.

完整會議記錄須由提名委員會之秘書備存。會議結束後，須於合理時段內先後將會議記錄之初稿及最終定稿發送予全體成員，初稿供成員表達意見，最終定稿則作其記錄之用。會議記錄須公開予董事查閱。

4. Attendance at Meetings

出席會議

4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or Chief Executive Officer(s), external advisers and other persons may be invited to attend all or part of any meeting.

應提名委員會之邀請，董事會主席及/或行政總裁、外聘顧問及其他人士可獲邀全程出席或部份時間出席任何會議。

4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

只有提名委員會成員方有權於會議上投票表決。

5. Annual General Meeting

股東週年大會

The Chairman of the Nomination Committee or in his/her absence, another Member of the Nomination Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

提名委員會之主席或（如其缺席）提名委員會之其他一名成員須出席本公司之股東週年大會，並回應股東就提名委員會之職務及責任作出之提問。

6. Duties

職責

The duties of the Committee shall include:

委員會的職責應包括：

- 6.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面）並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- 6.2 to review the Board's diversity policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the Company's corporate governance report annually;
在適當情況下檢討董事會成員多元化政策；以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；以及每年在公司的《企業管治報告》內披露檢討結果；
- 6.3 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;
物色具備合適資格可擔任董事的人士，並挑選提名有關部門人士出任事或就此向董事會提供意見；
- 6.4 to assess the independence of independent non-executive directors;
評核獨立非執行董事的獨立性；
- 6.5 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; and
就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計畫向董事會提出建議；及
- 6.6 where the Board propose a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.
若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因。

7. Reporting Procedures 報告程序

The Committee shall report to the board on a regular basis. At the next meeting of the board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations of the Committee to the board.
委員會應定時向董事會報告。在下次跟隨委員會會議的董事會會議，委員會主席應向董事會報告委員會的研究結果和建議。

8. Authority **權力**

8.1 the Nomination Committee may seek independent professional advice where necessary, at the Company's expense, to perform the Nomination Committee's responsibilities.

任何提名委員會之成員可在適當情況下尋求獨立專業意見，以履行身為提名委員會成員之職責，費用概由本公司承擔。

8.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

提名委員會應獲提供充足資源以履行其職責。

9. Amendments to Terms **修訂條例**

Subject to Board approval, this Terms of Reference shall be updated with reference to the latest applicable amendments to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong adopted from time to time.

獲董事會批准後，本公司將參考香港聯合交易所有限公司證券上市規則不時採納之最新適用修訂，以更新本職權範圍。

10. Publication of the Terms of Reference **刊登職權範圍書**

These terms of reference are posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference will be made available to any person without charge upon request.

職權範圍書分別於本公司網站及香港交易及結算所有限公司網站上登載。任何人士可要求索取職權範圍書副本，並無須支付任何費用。

11. Miscellaneous **其他**

The English text of this 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。