

**Fantasia Holdings Group Co., Limited**  
**花樣年控股集團有限公司**

**NOMINATION COMMITTEE**  
**提名委員會**

**Terms of Reference**  
**權責範圍**

Approved by the Board on 12 March 2012  
於 2012 年 3 月 12 日經董事會批准

The board of directors (the “**Board**”) of Fantasia Holdings Group Co., Limited (the “**Company**”) has resolved to establish a committee to be known as the Nomination Committee (the “**Committee**”) on 22 October 2009 with the terms of reference as amended on 12 March 2012 and set out below.

花樣年控股集團有限公司（「**本公司**」）董事會（「**董事會**」）已於 2009 年 10 月 22 日決議成立一個委員會，名為提名委員會（「**委員會**」），委員會的權責範圍於 2012 年 3 月 12 日修訂並列載如下。

**1. Membership 成員**

- 1.1 The Committee shall be appointed by the Board which shall consist of not less than 3 members and the majority of whom should be independent non-executive directors.  
委員會須由董事會委任，委員會須包括至少三名成員，當中大多數應為獨立非執行董事。
- 1.2 Appointments to the Committee shall be for a period of up to three years, which may be extended by the Board for further three year periods.  
委員會任期最長為三年，可由董事會另行續期三年。
- 1.3 Only members of the Committee (including the Secretary) have the right to attend Committee meetings. However, other individuals such as the Chairman, the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.  
唯獨委員會成員（包括秘書）有權出席委員會會議。然而，可在適當時邀請其他人士，例如主席、行政總裁、人力資源主管及外聘顧問出席任何會議的整場會議或會議的一部分。
- 1.4 Formal meetings of the Committee may be held by telephone or other communication equipment which allows those participating to hear and speak to each other, and the quorum in that event shall be any two Committee members so linked.  
委員會的正式會議可以透過電話或容許與會人士彼此通話的其他通訊設備舉行。在此情況下，法定會議人數須為以如此方式聯繫的任何兩名委員會成員。

1.5 The Board shall appoint the chairman of the Committee (the “**Committee Chairman**”) who shall be the chairman of the Board or an independent non-executive director and determine the period for which he/she will hold that office. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

董事會須委任董事會主席或一名獨立非執行董事為委員會主席（「**委員會主席**」）並確定其任期。如委員會主席及／或獲委任的副主席缺席會議，有出席的其餘成員須推選其中一名在場成員主持會議。

## 2. **The Secretary 秘書**

The company secretary of the Company, or his/her nominee, shall act as the secretary of the Committee (the “**Secretary**”).

本公司的公司秘書或其代理人須擔任委員會的秘書（「**秘書**」）。

## 3. **Proceedings 程序**

Unless varied by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of association regulating the meetings and proceedings of the directors of the Company.

除非經權責範圍更改，否則委員會的會議及程序受到監管本公司董事的會議和程序的本公司章程細則規管。

## 4. **Quorum 法定會議人數**

The quorum necessary for decision of the Committee shall be any two independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

委員會決議的法定人數須為任何兩名獨立非執行董事。委員會正式召開而法定會議人數足夠的會議，須有資格行使所有或任何歸屬予委員會與委員會可行使的許可權、權力和酌情權。

## 5. **Frequency of Meetings 會議次數**

Meetings of the Committee shall be held as and when appropriate, but at least once a year, held to coincide with key dates within the financial reporting and audit cycle. The Committee Chairman or any other member may convene a meeting of the Committee whenever he or she considers it necessary or desirable.

委員會會議須在適當時舉行，但至少每年舉行一次以配合財務匯報和核數周期的重要日期。委員會主席或任何其他成員認為必要或適宜時則可召開委員會會議。

## 6. Notices of Meetings 會議通知

- 6.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.  
秘書須應任何委員會成員要求傳召委員會會議。
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.  
除另有協定外，各份確實地點、時間和日期的會議通知，連同將予討論的議程專案須在會議日前以合理時間通知轉交委員會各成員、任何須出席會議的人士及所有其他非執行董事，。同時，支援檔須送交委員會成員及其他與會人士（如適當）。

## 7. Minutes of Meetings 會議紀錄

- 7.1 The Secretary shall record the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.  
秘書須記錄委員會所有會議程序和決議，包括出席者和列席者姓名。
- 7.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.  
秘書須在各會議開始時查明是否存在任何利益衝突並據此載入會議記錄內。
- 7.3 Full minutes of meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all members of the Committee for their comment and to all members of the Board for records respectively, in both cases within a reasonable time after the meeting.  
秘書應保存整份會議紀錄。會議紀錄初稿和最終版本應送交委員會所有成員以提供意見並送交董事會所有成員各自作記錄。在各個情況下，應在會議日期後以合理時間作出通知。

## 8. Annual General Meeting 股東周年大會

The Committee Chairman or in his/her absence, another member of the Committee or failing that his/her duly appointed delegate shall attend the annual general meeting of the Company so as to be available to answer questions from the shareholders of the Company on matters within the scope of duties of the Committee.

委員會主席或（如主席缺席）委員會另一成員或如其未能出席則為其正式委任的授權人士須出席本公司股東周年大會，以就委員會權責範圍內的事項回答本公司股東的提問。

## 9. Duties 職責

The duties of the Committee shall be to  
委員會的職責須為:

- 9.1 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），並就任何為配合公司策略而擬對董事會作出的變動提出推薦意見；
- 9.2 identify individuals suitably qualified to become members of the Board 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會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供推薦意見；
- 9.3 assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; and  
經考慮香港聯合交易所有限公司證券上市規則的規定評核獨立非執行董事的獨立性；及
- 9.4 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman of the Board and the chief executive of the Company.  
就董事委任或重新委任以及董事（尤其是董事會主席及本公司行政總裁）繼任計畫向董事會提出推薦意見。

## 10. Reporting Responsibilities 匯報責任

- 10.1 The Committee Chairman shall report formally to the Board on its proceedings decisions and recommendations after each meeting on all matters within its duties and responsibilities unless there are legal or regulatory restrictions on the Committee's ability to do so.  
委員會主席須在各會議後，向董事會正式匯報涉及其職責和責任之事項的程序決定和推薦意見，除非委員會的匯報能力受到法律或監管限制。
- 10.2 The Committee shall make whatever recommendations to the Board that it deems appropriate on any area within its scope of duties where action or improvement is needed.  
委員會須就其權責範圍內需要採取行動或改善的任何範疇，向董事會提出其認為適當的推薦意見。

## 11. Authority 許可權

The Board authorises the Committee to  
董事會授權委員會：

- 11.1 investigate any matter within its terms of reference and seek any information it requires from any employee in order to perform its duties (all employees being directed to co-operate with any such request by the Committee); and  
調查涉及其職責範圍的任何事項並向任何雇員索取任何所需資料，以履行其職責（所有雇員獲指示會應委員會要求與其合作）；及
- 11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.  
就其權責範圍的任何事項向外界尋求法律或其他專業意見，並于有需要時邀請具備相關經驗及專才之外界人士出席，費用由本公司承擔。
- 11.3 The Committee shall be provided with sufficient resources to perform its duties.  
委員會應獲供給充足資源以履行職責。

## 12. Other 其他事項

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.  
委員會須至少每年一次檢討其本身的表現、組成和職責範圍，確保以最高效率運作並推薦其認為必要的意見，供董事會批准。