

HOP FUNG GROUP HOLDINGS LIMITED
合豐集團控股有限公司
(“the Company”)
(「本公司」)

TERMS OF REFERENCE OF NOMINATION COMMITTEE
提名委員會職權範圍

Constitution

組成

1. The Nomination Committee (“the Committee”) was established by resolutions of the board of directors (the “Board” or “Directors”) on 29th March, 2012.
董事會(「董事會」或「董事」)於二零一二年三月二十九日議決成立一個名為提名委員會(「委員會」)的委員會。

Membership

成員

2. The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.
委員會成員經由本公司董事會從本公司的非執行董事及執行董事中委任，而委員會的大部份成員應為獨立非執行董事。

Members : The Committee shall consist of not less than 3 members.
成員 : 委員會最少由三名成員組成。

Quorum : 2
法定人數 : 2

3. The Chairman of the Committee shall be appointed by the board and shall be an independent non-executive director.
委員會主席須由董事會委任，並且應為獨立非執行董事。
4. The Board shall appoint at least one director of a different gender to the nomination committee.
董事會應為提名委員會委任至少一名不同性別的董事。

5. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.
委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

Meetings

會議

6. The company secretary shall act as the secretary of the Committee.
公司秘書應擔任委員會的秘書。
7. The Committee should meet at least once a year. Additional meetings should be held as the work of the Committee demands.
委員會每年須召開會議至少一次。若因工作需要，委員會應召開額外會議。

Authority

授權

8. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。
9. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties

職責

10. The duties of the Committee shall be:

委員會的職責如下：

- (a) To review the structure, size and composition (including the skills, knowledge and experience) 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 on such remuneration.
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)，協助董事會編制董事會技能表，並就任何為配合本公司的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 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，並建議提名有關人士出任董事或就此向董事會提供意見。
- (c) To assess the independence of 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 the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。
- (e) To support the Company's regular evaluation of the board's performance.
支援本公司定期評估董事會表現。
- (f) To consider other topics as defined by the board.
研究其他由董事會界定的課題。

Reporting Procedures

匯報程序

11. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's chairman shall report the Committee's findings and recommendations to the Board.

委員會須定期向董事會匯報。在委員會會議後的下一個董事會會議上，委員會主席須將委員會的審議結果及建議向董事會匯報。

Terms Available

刊發職權範圍

12. The terms of reference of the Committee will be published on the 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.

本職權範圍將於本公司及香港聯合交易所有限公司之網站登載。任何人士可要求索閱本職權範圍之文本，並毋須支付任何費用。

Revised on: 3 June 2025

最新修訂：二零二五年六月三日