

FAIRSON HOLDINGS LIMITED
鉦皓控股有限公司

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

(adopted on 29 March 2012)
(於 2012 年 3 月 29 日採納)

Constitution

組織

1. The board of directors (the “**Board**”) of Fairson Holdings Limited (the “**Company**”) hereby resolves to establish a nomination committee of the Board (the “**Nomination Committee**”). The constitution of the Nomination Committee shall comply with the requirements of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

鉦皓控股有限公司(“**本公司**”)董事會(“**董事會**”)現議決於董事會轄下成立一個提名委員會(“**提名委員會**”)。提名委員會的組成必須遵守香港聯合交易所有限公司(“**聯交所**”)不時的創業板證券上市規則(“**《創業板上市規則》**”)的要求。

Membership

成員

2. The members of the Nomination Committee shall be at any time appointed or removed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members, one of whom shall be an independent non-executive director.

提名委員會成員可由董事會隨時委任或罷免，並由不少於三名成員組成，其中大部分應為獨立非執行董事。提名委員會的法定人數為兩人，其中一人須為獨立非執行董事。

3. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director appointed by the Board.

提名委員會主席須由董事會主席或董事會委任的獨立非執行董事出任。

Attendance at meetings

出席會議

4. Unless otherwise agreed by all the members of the Nomination Committee, a meeting (the “**Meeting**”) of the Nomination Committee shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing. Notice of meeting shall state the 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 for the purposes of the Meeting.

除非提名委員會全體成員同意，提名委員會會議(下稱「**會議**»)的召集至少需要14天通知。成員可以，及秘書應該根據會議成員的要求，於任何時

間召開會議。向各成員發出的會議通知應該於會議召開之前至少 14 天通過親身口頭傳遞、或者以書面、電話、電傳、電報、傳真的形式傳達至該名成員不時向秘書通知的電話號碼、或傳真號碼、地址，或成員可能不時決定之其他通訊方式。任何以口頭發出的通知應該以書面形式確認。會議通知應該註明會議舉行的時間和地點，並應附上議程及其他可能需要成員在會議上考慮的文件。

5. The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

提名委員會秘書為公司秘書。提名委員會秘書或其未能出席，其代表或任何一位提名委員會成員將出任提名委員會會議秘書。

6. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

提名委員會成員可以親身出席方式或以其他電子通訊設備形式參加提名委員會會議。

7. Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.

任何提名委員會的決議如超過兩名委員列席，必須由大多數列席委員投票贊成才能獲得通過；如列席委員人數只有兩名，則必須一致贊成才能通過。

8. If only 2 members are present in any meeting of the Nomination Committee, at least one member must be an independent non-executive Director.

如於任何提名委員會會議中只有兩名會員出席，則至少其中一人為獨立非執行董事。

9. Written resolution may be passed by all members of the Nomination Committee.

書面決議案須通過提名委員會之全體成員一致通過。

10. In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect among the remaining members of the Nomination Committee to act as the Chairman.

當主席缺席任何提名委員會會議時，其它出席會議之提名委員會成員應根據其職權範圍，從其餘提名委員會成員中選舉出主席。

Frequency of meetings

會議次數

11. Meetings shall be held at least once a year.

會議次數應不少於每年一次。

Authority

權力

12. The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enable it to perform its duties.

董事會授權提名委員會按照其職權範圍向本公司之管理層索取進一步所需資料。

13. The Nomination Committee is authorised by the Board, if considered necessary, at the Company's expense, to obtain independent expert advice from legal or other professional advisors and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權提名委員會向外諮詢法律或其他獨立的專業意見；如有需要，費用由本公司支付，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties

職務

14. The duties of the Nomination Committee shall be:

提名委員會的職務如下：

- (a) 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 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 director, 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 do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board;
進行任何使提名委員會能履行董事會賦予其權力和功能的事情；
- (f) to conform to any requirement, direction, and regulation that may from

time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the GEM Listing Rules or applicable law; and 遵守董事會不時發出的要求、指引及規則或本公司的內部憲法或《創業板上市規則》或任何適用的法律;及

- (g) Where the Board proposes 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 the individual should be elected and the reasons why they consider the individual 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，應該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。

Reporting procedures

彙報程序

15. Draft and final versions of the minutes of the Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

提名委員會會議紀錄的草稿及最終稿應向各提名委員會成員傳閱及存錄。提名委員會秘書或其代表應將提名委員會的會議紀錄及報告向董事會全體成員傳閱。

The terms of reference of the Nomination Committee

提名委員會職責約章

16. The terms of reference of the Nomination Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.

提名委員會的職權範圍應登載於其網站及聯交所網頁上，及在有人要求時，提供有關資料。

17. The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules, amend, supplement and revoke the provisions of these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of the provision of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such provisions or resolutions had not been amended or revoked.

根據本公司組織章程細則及《創業板上市規則》，董事會可以修改、補充或廢除本職責約章下之條款、提名委員會通過的關於對本職責約章下之條款不予修訂或廢除之決議、提名委員會通過的可能引致前行為無效之決議、及提名委員會通過的如果此類條款或決議未被修訂或廢除則將有效之決議。

18. The articles of association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable and not inconsistent with the provisions of this terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

本公司組織章程細則中規定的關於董事會會議及程序，如在可適用範圍內，且沒有抵觸本職責約章之條款時，經必要的變通後，應予以適用於提名委員會之會議及程序。

Others

其他事項

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

提名委員會的主席，或在該委員會的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）應出席股東週年大會並在股東週年大會上回答有關提名委員會的職能及責任的提問。

20. The Company should provide the Nomination Committee sufficient resources to perform its duties.

本公司應向提名委員會提供充足資源以履行其職責。

21. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (eg. The GEM Listing Rules) in Hong Kong.

當香港的情況及法定要求（如《創業板上市規則》）發生改變時，本協議應就此作出更新及修訂。

22. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.

本職責約章之中英文版本如有任何歧義，均以英文版為準。