

CHINA STARCH HOLDINGS LIMITED
中國澱粉控股有限公司

董事會提名委員會職權範圍

**Terms of Reference of
the Nomination Committee of the Board of Directors**

China Starch Holdings Limited (the “Company”)

中國澱粉控股有限公司(「本公司」)

**Terms of Reference of the Nomination Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company**
本公司董事會(「董事會」)提名委員會(「委員會」)職權範圍

(中文本為翻譯稿，僅供參考用)

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| 1. <u>Constitution</u> | 1. 組成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 5 September 2007. | 1.1 本委員會是按董事會於 2007 年 9 月 5 日所舉行會議通過決議成立的。 |
| 2. <u>Membership</u> | 2. 成員 |
| 2.1 The Chairman of the Committee shall be the chairman of the Board or an independent non-executive director. | 2.1 委員會主席須由董事會主席或獨立非執行董事出任。 |
| 2.2 A majority of the member of the Committee shall be the independent non-executive directors. | 2.2 委員會大部份之成員必須是獨立非執行董事。 |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. | 2.3 本公司的公司秘書為委員會的秘書。 |
| 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. | 2.4 經董事會及委員會分別通過決議，方可罷免或委任額外委員會成員。 |
| 3. <u>Proceedings of the Committee</u> | 3. 會議程序 |
| 3.1 <i>Notice:</i> | 3.1 會議通告： |
| (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. | (a) 除非獲委員會全體成員同意，召開委員會會議須發出最少七天的通告。 |
| (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine. | (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須按該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址以親身口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式向各委員會成員發出。 |

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| <p>(c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.</p> <p>(d) 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 of the Committee for the purposes of the meeting.</p> | <p>(c) 口頭會議通知應在可行情況下及在會議召開前盡快以書面方式確認。</p> <p>(d) 會議通告必須說明開會時間、地點，並須附上議程及委員會成員就會議可能須考慮的其他文件。</p> |
| <p>3.2 Quorum: The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive directors.</p> | <p>3.2 法定人數：委員會會議的法定人數為兩名委員會成員，而大部份出席的成員須為獨立非執行董事。</p> |
| <p>3.3 Frequency: Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (the “Directors”) of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.</p> | <p>3.3 次數：每年最少開會一次，以檢討、釐定及考慮本公司有關董事(「董事」)委任、重新委任及罷免的提名程序、前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。</p> |
| <p>4. <u>Written resolutions</u></p> <p>4.1 Written resolutions may be passed by all Committee members in writing.</p> | <p>4. <u>書面決議</u></p> <p>4.1 全體委員會成員可以通過任何書面決議。</p> |
| <p>5. <u>Alternate Committee members</u></p> <p>5.1 A Committee member may not appoint any alternate.</p> | <p>5. <u>委任替任代表</u></p> <p>5.1 委員會成員不得委任任何替任代表。</p> |
| <p>6. <u>Authority of the Nomination Committee</u></p> <p>6.1 The Committee may exercise the following powers:</p> <p>(a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “Group”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;</p> <p>(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or re-appointment as Directors;</p> | <p>6. <u>提名委員會的權力</u></p> <p>6.1 委員會可以行使以下權力：</p> <p>(a) 向本公司及其附屬公司(統稱「本集團」)的任何僱員及任何專業顧問徵求資料、要求彼等任何人士編製及提供報告、出席委員會會議以及提供所需資料及解答委員會問題；</p> <p>(b) 對於董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；</p> |

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| <p>(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;</p> <p>(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p> <p>(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p> | <p>(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見或協助(包括獨立的人力資源顧問公司或其他獨立專業人士)。如委員會認為有需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽調查)、報告或檢查或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> <p>(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討，並向董事會提出其認為需要的修訂建議；及</p> <p>(e) 為使委員會能恰當地執行其於第七條項下的責任，按其認為有需要及合宜者行使有關權力。</p> |
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<p>6.2 The Committee should be provided with sufficient resources to perform its duties.</p>	<p>6.2 委員會應獲提供充足資源以履行其職責。</p>
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7. Duties

7. 提名委員會的責任

7.1 The duties of the Committee shall be:

7.1 提名委員會負責履行以下責任：

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| <p>(a) to review the structure, size and composition (including the skills, knowledge, experience and the benefits of diversity on the Board) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and objective;</p> <p>(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 directorship in a transparent and fair manner, and in accordance with the Company's diversity policy;</p> | <p>(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及董事會成員多元化的裨益)，並就任何為配合公司策略及目標而擬對董事會擬作出的變動向董事會提出建議；</p> <p>(b) 物色具備合適資格可擔任董事的人士，及挑選被提名人士出任董事或向董事會提出相關建議，且挑選應透明及公正，並按其多元化政策物色合適人選；</p> |
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| <p>(c) to implement and review the Board Diversity Policy and the Nomination Policy as appropriate, to ensure the effectiveness; to recommend any revisions of these policies to the Board; to review the measurable objectives that the Board has set for implementing these policies and the progress on achieving such objectives; and to make disclosure of its review results in the Corporate Governance Report of the Company's annual report;</p> <p>(d) to assess the independence of the independent non-executive Directors;</p> <p>(e) 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;</p> <p>(f) to ensure that on appointment to the Board, Directors receive a formal appointment letter or a service contract setting out the expected time commitment, committee service and involvement outside meetings of the Board; and</p> <p>(g) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(c) 執行及在適當情況下檢討董事會成員多元化政策及提名政策，以確保政策行之有效；就該等政策向董事會提出修訂建議；檢討董事會為執行該等政策而制定的可計量目標及達到該等目標的進度；以及在本公司年報的《企業管治報告》內披露檢討結果；</p> <p>(d) 評核獨立非執行董事的獨立性；</p> <p>(e) 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃的有關事宜向董事會提出建議；</p> <p>(f) 確保每位董事於獲委任時均取得正式委任函件或服務合約，當中須訂明預期投入的時間、董事會委員會服務要求及參與董事會會議以外的工作；及</p> <p>(g) 考慮董事會指定或不時委派的其他事項。</p> |
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8. Minutes and records

- 8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

8. 會議記錄

- 8.1 委員會的完整會議記錄及書面決議應由委員會秘書保存。
- 8.2 委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內，把委員會會議記錄或書面決議(視乎情況而定)的草稿及最後定稿，發送委員會全體成員供成員表達意見或記錄之用。
- 8.3 委員會秘書應就本公司每個財政年度內舉行的委員會所有會議記錄存檔，以及具名記錄每名委員會成員於該財政年度的會議出席率。

9. Continuing application of the articles of association of the Company

9.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own corporate governance code), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

9. 本公司組織章程的持續適用

9.1 本公司組織章程對董事會會議及其程序的規定，在其適用及職權範圍條文未有取代情況下，適用於委員會的會議及程序。

10. 董事會權力

10.1 由董事會在不違反本公司組織章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》及《企業管治報告》或本公司所採納其適用及自行制定的企業管治守則)，修訂、補充及廢除本職權範圍所有條文及委員會通過的任何決議，惟修訂及廢除本職權範圍條文及委員會通過的決議，並不會令到倘該等職權範圍條文或決議並無修訂或廢除原應生效的任何早前行動及決議作廢。