

STEVE LEUNG DESIGN GROUP LIMITED
梁志天設計集團有限公司

**Terms of reference for the
Nomination Committee**
提名委員會職權範圍書

(adopted on 11 June 2018)
(於2018年6月11日採納)

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1. Constitution

組織

The board of directors (the “**Board**”) of Steve Leung Design Group Limited (the “**Company**”) hereby resolves to establish a nomination committee of the Board (the “**Nomination Committee**”) with the authority, responsibility, and specific duties as described below. The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

梁志天設計集團有限公司（「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」）並授予其下述權力、責任及具體職責。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」）不時制定的證券上市規則（「《上市規則》」）的要求。

2. Membership

成員

- 2.1. The members of the Nomination Committee (the “**Members**”) shall be appointed by the Board and shall consist of not less than three members, a majority of whom must be independent non-executive directors. A quorum shall be any two Members.

提名委員會成員（「成員」）須由董事會委任，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名成員。

- 2.2. The chairman of the Nomination Committee (the “**Chairman**”) shall be appointed by the Board and shall be either an independent non-executive director of the Company or the chairman of the Board.

提名委員會主席（「主席」）須由董事會委任，並且須為獨立非執行董事或董事會主席。

- 2.3. The company secretary of the Company shall be the secretary of the Nomination Committee (the “**Secretary**”).

提名委員會秘書（「該秘書」）為公司秘書。

3. Attendance at meetings

出席會議

- 3.1. Unless otherwise agreed by all the Members, a meeting of the Nomination Committee (the “**Meeting**”) shall be called by at least fourteen (14) days’ notice. If a Meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a Meeting shall deem to agree to the shorter notice. Notice of any adjourned Meetings is not required if the adjournment is less than fourteen (14) days. 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 email 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.

除非全體成員同意，提名委員會會議（下稱「會議」）的召集至少需要14天通知。如會議是被縮短的通知所召集，如大多數成員同意，該會議的召集可被視為有效。出席該會議的成員將被視為同意該縮短通知。如果會議延期少於14天，則毋須發出任何續會通告。向各成員發出的會議通知必須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、電郵、電傳、電報、傳真的形式傳達至該名成員不時向該秘書通知的電話號碼、或傳真號碼、或地址，或成員可能不時決定之其他通訊方式。

- 3.2. The Chairman (or in his absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

主席（或在其缺席情況下，由主席委任一位成員）應主持所有提名委員會會議。主席有責任帶領提名委員會，包括安排會議，準備議程及定期向董事會報告。

- 3.3. The Secretary or in his absence, his representative or any one Member, shall be the secretary of the Meetings.

該秘書或若其未能出席，其代表或任何一位成員將出任會議秘書。

- 3.4. Meetings could be held in person, by telephone or by video conference. Members may participate in a Meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the Meeting are capable of hearing each other.

會議可以親身或電話或視像會議進行。成員可透過電話會議或同類通訊器材參與會議，惟所有出席會議之人士須可聽到其他與會者發言。

- 3.5. 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成員列席，必須由大多數列席成員投票贊成才能獲得通過；如列席成員人數只有兩名，則必須一致贊成才能通過。

4. Frequency of meetings

會議次數

Meetings shall be held at least once a year. Only Members are entitled to vote at the Meetings.

會議次數須不少於每年一次。只有成員有權在會議內進行表決。

5. Authority

權力

5.1. The Nomination Committee is authorised by the Board to:

提名委員會獲董事會授權：

- (a) determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship; and
制定甄選並推薦合資格成為董事會成員的程序、步驟和標準；及
- (b) invite members of management to attend its meetings.
邀請管理層人員出席會議。

5.2. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

提名委員會需被提供所載職務的所需資源。

6. Duties

職務

6.1. 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, with due regard for the benefits of diversity on the Board;
在充分考慮董事會成員多元化的裨益下，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 review the policy concerning the diversity of members of the Board, as appropriate, the measurable objectives that the Board has set for implementing the such policy and the progress on achieving the objectives, and to make disclosure of its review results in the corporate governance report annually;
檢討關於董事會成員多元化的政策及，如適用，為實行有關政策所設定的目標及實踐該等目標進度，並且應每年於企業管治報告內披露檢討結果
- (d) to assess the independence of independent non-executive directors;
評核獨立非執行董事的獨立性；
- (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, taking into account the mix of skills, knowledge, experience and diversity need in the future;
在綜合考慮未來所需的技能、知識、經驗和多元性的情況下，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；
- (f) to determine the policy for the nomination of directors in compliance with the requirements of the Listing Rules, the nomination procedures and the process and criteria to select and recommend candidates of the directorship of the Board;
根據《上市規則》制定提名政策、物色及甄選董事會成員的程序、流程及準則；
- (g) to do any such things to enable the Nomination Committee to discharge 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；
- (h) to ensure that where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Board 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; and
確保董事會在股東大會提議甄選某個別人士作為獨立非執行董事時，董事會須於向股東發出的通函和／或透過相關股東大會之通知隨附說明函件中說明董事會認為該位人士須被甄選及認為他是獨立的原因；以及
- (i) 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 Listing Rules or applicable law.
遵守董事會不時發出、本公司的內部章程包含的或《上市規則》或任何適用的法律規定的要求、指引及規則。

7. Reporting procedures

彙報程序

- 7.1. The Nomination Committee should report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference, unless there are legal or regulatory restrictions on its ability to do so.

提名委員會應就其決定或建議，以及該等職權範圍所載事宜定期向董事會匯報（除其匯報受法律或法規限制者外）。

- 7.2. Minutes of the Meetings should be kept by a duly appointed secretary of the Meeting (who should normally be the Secretary). Draft and final versions of the minutes of the Meetings shall be sent to all Members for their comments and records respectively, in both cases within a reasonable time after the Meeting. The Secretary or his representative shall circulate the minutes of Meetings and reports of the Nomination Committee to all members of the Board.

會議紀錄由正式委任的會議秘書（通常為該秘書）保存。會議紀錄的草稿及最終稿應在會議後一段合理時間內先後向全體成員發送，供各成員審閱、表達意見及作其存錄之用。該秘書或其代表須將會議紀錄及報告向董事會全體成員傳閱。

8. Publication of the terms of reference of the Nomination Committee

刊登提名委員會職權範圍

These terms of reference of the Nomination Committee will be posted on the websites of the Company and the Stock Exchange.

提名委員會的職權範圍應登載於本公司及聯交所的網站上。

9. Others

其他事項

- 9.1. The Chairman or (in his absence) another Member (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 its responsibilities.

主席或（在主席缺席時）另一名成員（或如該名成員未能出席，則其適當委任的代表）須出席本公司的股東周年大會並在股東周年大會上回答有關提名委員會的職能及責任的提問。

- 9.2. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these terms of reference on an annual basis and recommend any proposed changes to the Board.

提名委員會應每年評價和評估提名委員會的有效性和職權範圍是否足夠，並向董事會推薦任何建議變動。

9.3. Chinese translation of this document is for reference only. If there is any inconsistency between the original text in English and the Chinese translation, the original text in English shall prevail.

本文件中文翻譯僅供參考之用。如中文翻譯之文義與英文原文有歧義，概以英文原文為準。