



**CHINA RONGSHENG HEAVY INDUSTRIES GROUP
HOLDINGS LIMITED**

中國熔盛重工集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(the “Company”)

(“公司”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
ADOPTED BY THE BOARD ON 20 MARCH 2012
董事會於 2012 年 3 月 20 日採納的提名委員會職權範圍**

**1 Membership
成員**

- (a) The Nomination Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company (“INEDs”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as amended from time to time.

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提名委員會 (“委員會”) 須由董事會從董事中委任。委員會必須由不少於三名成員組成，且委員會的成員必須以公司的獨立非執行董事占過半數。委員會的組成必須遵守香港聯合交易所有限公司證券上市規則 (“上市規則”) 的不時更新的要求。

- (b) The Chairman of the Committee shall be a member of the Committee appointed by the Board, and should either be the chairman of the Board or an INED.

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委員會的主席應為董事會主席或獨立非執行董事，並且必須由董事會委任的委員會成員擔任。

**2 Attendance at Meetings
出席會議**

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委員會會議的法定人數為兩人，其中一人必須為獨立非執行董事。

- (b) At all times the chairman of the Board shall be notified in advance of all meetings of the Committee.

在任何時候，委員會的所有會議的舉行應事先通知董事會主席。

- (c) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

公司秘書是委員會的秘書，而他/她必須出席委員會的所有會議。

- (d) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會的成員可以透過會面、電話或在參與會議的所有人能夠聽見對方的情況下以其它相似的通訊設備參加委員會會議。根據本條款參加會議將構成以個人方式參加該會議。

3 Frequency of Meetings **會議的頻密度**

Meetings of the Committee shall be held not less than once a year. The Chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.

委員會會議應每年召開不少於1次。委員會的主席或任何兩名委員會成員可以在其認為有需要時要求召開委員會會議。在收到該要求後，委員會秘書必須在合理、切實和可行的範圍內及方便所有成員的情況下儘快召開有關會議。

4 Committee's Resolutions **委員會的決議**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules

for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議是有效及有作用的，有關書面決議將視作為於委員會會議上通過。有關書面決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。有關書面可以傳真方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

5 Authorities 授權

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary to perform its responsibilities.

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委員會已獲董事會授權，如委員會認為為履行其職責而有需要，可徵詢獨立法律或其他獨立專業意見及確保擁有有關經驗及專業的獨立專業人士出席會議。聘請有關專業人士之合理費用由公司支付。

- (c) The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee should be provided upon request and the role and function of the Committee shall be explained in the Corporate Governance Report in the Annual Report of the Company.

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委員會應通過將資料登載於聯交所及公司網站上的方式公開其職權範圍，以解釋其角色及董事會轉授予其的權限。委員會的權限應在提出要求時予以提供，並必須在上市公司年報中的《企業管治報告》中解釋委員會的角色和功能。

- (d) The Committee is to be provided with sufficient resources to perform its duties.

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委員會應獲供給充足資源以履行其職責。

- (e) Where the Committee 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

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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.

若委員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。

6 Duties 職責

The duties of the Committee shall be:

委員會的職責必須是：

- (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;

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至少每年就董事會的架構、人數及組成（包括技術、知識及經驗）作出檢討及對任何有關變更向董事會作出建議以補充公司管制策略；

- (b) to 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 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 determine the policy, procedures and criteria for the nomination of directors;

為董事的提名釐訂政策、程式和標準；

- (f) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

進行任何使委員會能履行董事會賦予委員會的權力和功能的事情；
及

- (g) to conform 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的要求、指引及規則或公司的內部憲法或上市規則或任何適用的法律。

7 Reporting Procedures 報告程序

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委員會必須向董事會作出報告。在委員會的會議/書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄/書面決議的副本。該會議紀錄或書面決議應訂明委員會的調查結果、建議及決定。

- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be sent to all Committee members for their comment and records within reasonable time after the meeting.

委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後合理時間內發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

- (c) Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.

委員會會議紀錄的副本須於董事會會議中向董事提供。

- (d) The Committee shall make available the chairman of the Committee (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

委員會應安排委員會主席(若委員會主席未克出席，則至少一名委員)出席股東周年大會，並在會上回答股東有關的提問。

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8 **Revision of the terms of reference** **職權範圍的更新**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with the Listing Rules and any other regulatory requirements.

當有需要時，本職權範圍應就環境及法定要求（如，上市規則）的變更而作出更新及修改。任何對此職權範圍之修改，須由公司董事會通過決議，有關修改須完全符合上市規則及其他監管要求。

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

註：如本職權範圍的英文及中文版本有任何差異，概以英文版本為準。