

JIANGNAN GROUP LIMITED
江南集团有限公司

董事会提名委员会权责范围及程序
Terms of reference of
the Nomination Committee of the Board of Directors

Jiangnan Group Limited (“Company”)
江南集团有限公司(“本公司”)

Terms of reference of the Nomination Committee (“NC”)
of the Board of Directors (“Board”) of the Company
董事会(“董事会”) 提名委员会(“提委会”)
权责范围及程序

- | 1. <u>Membership</u> | 成员 |
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| 1.1 | The NC shall comprise not less than three members to be appointed by the Board, the majority of whom should be independent non-executive directors. |
| 1.2 | The Board shall appoint the chairman of the NC who should be one of the independent non-executive directors sitting on the NC. In the absence of the chairman of the NC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the NC when it is dealing with the succession of chairmanship. |
| 1.3 | Only members of the NC have the right to attend the NC meetings. However, any director, executive or other person may be invited to attend the meetings when the NC considers that their attendance can assist it to discharge its duties. |
| 1.4 | Appointments to the NC shall be for a period of up to three years (subject to extension). |

1.5 A NC member may not appoint any alternate. 提委会成员不能委任代表。

2. Frequency and proceedings of meetings 会议次数及程序

2.1 The NC shall meet at least twice a year and at such other times as the chairman of the NC shall require. 提委会应至少每年开会两次，并按提委会主席要求的其他时间开会。

2.2 The quorum for meetings of the NC shall be of such a number that the independent non-executive directors shall form the majority in the meeting. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the NC. 提委会会议的法定人数应为能使独立非执行董事在会上占大多数的数目。正式召开而达到法定人数的提委会会议有权履行提委会赋予的一切或任何授权、权力和酌情权。

2.3 NC members may pass resolutions by way of written resolutions, but such must be passed by all NC members in writing. 提委会成员可以书面决议方式通过任何决议，惟必须所有提委会成员书面同意。

3. Secretary 秘书

3.1 The company secretary of the Company or his nominee shall act as the secretary of the NC. 公司秘书或其代理人应担任提委会秘书。

4. Notice of Meetings 会议通告

4.1 Meetings of the NC shall be convened by the chairman of the NC. 提委会的会议应由提委会主席召开。

- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the NC and any other person required to attend at least 14 working days before the meeting date. Supporting papers shall be sent at least 3 working days before the meeting.
- 4.3 A NC member may or, on the request of a NC member, the secretary to the NC shall, at any time summon a NC meeting. Notice shall be given to each NC 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 NC member or in such other manner as the NC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

除非另有协议，否则载有会议地点、时间、日期及载有会议议题之议程的通告，应于开会日期之前最少14个工作天送交提委会各成员及其他需要出席会议的人士。补充文件应于开会之前最少3个工作天送交。

任何提委会成员或提委会秘书(应提委会成员的请求时)可于任何时候召集提委会会议。召开会议通告必须亲身以口头或以书面形式、或以电话、电子邮件、传真或其他提委会成员不时议定的方式发出予各提委会成员(以该成员不时通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。

任何口头会议通知应在切实可行范围内尽快及在会议召开前以书面方式确实。

5. **Minutes of the Meetings**

会议记录

5.1 Minutes of the NC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all NC members for their comments and records within 14 working days after the meeting and unless there is a conflict of interest, to all other members of the Board.

提委会的会议记录应详细记录会议上审议的事项及所作出的决定，包括会上提出的关注及相反意见。会议记录的初稿及最后定稿应于会议完成后14个工作日内供提委会所有成员传阅；以供提出意见及作其他记录之用；若无利益冲突，亦应供董事会其余全部成员传阅。

5.2 The secretary of the NC shall keep the minutes and resolutions passed at the NC meetings and they should be open for inspection at any reasonable time on reasonable notice by any director save when there is a conflict of interest.

提委会秘书应保存提委会之会议记录及通过决议案之文件。除非有利益冲突，否则任何董事可在提出合理通知后，于任何合理时间内查阅上述文件。

6. Annual General Meeting

股东周年大会

6.1 The chairman of the NC shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities of the NC.

提委会主席应出席本公司的股东周年大会，并准备回答股东有关提委会会议的问题。

7. Duties

责任

7.1 The NC shall:

提委会应：

7.1.1 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;

至少每年检讨董事会的架构、人数及组成（包括技能、知识及经验方面），并就任何为配合本公司的公司策略而拟对董事会作出的变动提出建议；

- 7.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 物色具备合适资格可担任董事的人士，并挑选提名有关人士出任董事或就此向董事会提供意见；
- 7.1.3 assess the independence of independent non-executive directors;
- 评核独立非执行董事的独立性；
- 7.1.4 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（尤其是主席及行政总裁）继任计划向董事会提供建议；
- 7.1.5 make recommendations to the Board on the membership of Board committees e.g. Audit Committee and Remuneration Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;
- 与董事会主席及董事会所属委员会（例如审核委员会及薪酬委员会）之主席协商，就有关委员会的成员向董事会提出建议；
- 7.1.6 before recommending an appointment, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the NC shall:
- 在建议作出委任之前，评估董事会的技能、知识和经验等方面的均衡性，并按评估结果，就个别需被委任之董事的角色及所需具备的能力编制说明文件。在物色适当人选时，提委会应：
- (i) use such method or methods to facilitate the search as it may deem appropriate;
- 采用其认为有助物色人才的适当方法；

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| (ii) consider candidates from a wide range of backgrounds; and | 考虑来自各种背景的人选；及 |
| (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position; | 根据人选本身的条件及客观标准来考虑人选，并确保有关人选能投入足够时间履行有关职务； |
| 7.1.7 make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts; | 随时就董事继续服务等有关的事宜向董事会提供建议，包括根据法例及服务合约，暂停或终止某执行董事作为公司雇员所提供的服务； |
| 7.1.8 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; | 不断检讨本公司所需的领导需要（包括执行董事及执行非执行董事），以保持本公司在市场上的有效竞争力； |
| 7.1.9 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates; | 完全掌握对本公司及其所在市场有影响的策略事宜及商业转变的最新情况； |

7.1.10 in respect of any proposed service contracts to be entered into by any members of the group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

7.1.11 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

检讨及就所有按香港联合交易所有限公司证券上市规则 (“**上市规则**”)，须事先取得本公司股东批准的有关本公司集团成员与现行董事或建议委任的董事拟订立的服务合同，向本公司股东 (股东为与该服务合同有重大利益的董事及其联系人者除外) 就该服务合同条款的公平及合理性、服务合同对本公司及整体股东而言是否有利及应怎样表决，提呈建议；

每年检讨非执行董事所需投入的时间。应采用绩效评估来衡量非执行董事可有付出足够时间履行其职责；

7.1.12 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings; and

确保非执行董事获委任加入董事会时收到正式的委任函，当中列明董事会期望他们付出的时间、在委员会的服务，以及参与董事会会议之外的活动；及

7.1.13 conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure.

会见辞去本公司董事职责的董事并了解其离职原因。

8. Reporting Responsibilities

报告责任

8.1 The NC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

提委会每次开会后，提委会主席应就提委会在其职责范围内讨论的一切事宜，向董事会提交正式的报告。

8.2 The NC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

提委会应就任何其职责范围内之事宜而认为需要采取的行动或作出的改善，向董事会作出其认为合适的建议。

8.3 The NC shall provide to the Board all the information set out in (before 1 April 2012) paragraph 2(g) of Appendix 23 to the Listing Rules or (on or after 1 April 2012) paragraph L of Appendix 14 to the Listing Rules, to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 23 or (as the case may be) Appendix 14.

提委会应向董事会提供（2012年4月1日之前）上市规则附录23第2(g)段或（2012年4月1日或之后）上市规则附录14第L段所述的一切资料，方便公司在年报内编制企业管治报告，以符合附录23或（如适用）附录14的规定。

9. Authority

权力

- 9.1 The NC is authorized to seek any information it reasonably requires from any employee of the Company in order to perform its duties. 提委员会有权为履行职责而向本公司任何雇员合理地索取任何资料。
- 9.2 Where necessary, the NC should seek independent professional advice, at the Company's expense, to perform its responsibilities. 提委员会履行职责时如有需要，应寻求独立专业意见，费用由本公司支付。
- 9.3 The Company should provide the NC with sufficient resources to perform its duties. 本公司应向提委会提供充足资源以履行其职责。

10. Other 其他

- 10.1 The NC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. 提委会应每年检讨其权责范围、表现及组织章程，并将其认为必要之修改提交董事会审批。

February 2012
2012年2月

(c.f. Guidance Note – a practical guide to good corporate governance published by The Hong Kong Institute of Chartered Secretaries (December 2006)) (参考: 由香港特许秘书公会刊发的良好管治之实务指引(2006年12月))