



新礦資源有限公司

NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號: 1231)

(the “Company”)

(「公司」)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE REVISED BY THE BOARD ON 31 DECEMBER 2018 董事會於 2018 年 12 月 31 日修訂的提名委員會職權範圍

1 Membership 成員

- (a) The Nomination Committee (hereinafter referred to as the “Committee”) shall be appointed by the board of directors (“Board”) from amongst the directors of the Company and shall consist of not less than three members.

提名委員會（以下稱為「委員會」）須由董事會從公司的董事中委任，且委員會必須由不少於三名成員組成。

A majority of the members of the Committee should be independent non-executive directors (“INEDs”).

委員會的成員必須以獨立非執行董事佔大多數。

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”) from time to time.

委員會的組成必須遵守香港聯合交易所有限公司（「聯交所」）不時的證券上市規則（「上市規則」）的要求。

- (b) The Chairman of the Committee shall be the Chairman of the Board or an INED.

委員會的主席必須是董事會主席或獨立非執行董事。

2 Attendance at Meetings 出席會議

- (a) At all times the Chairman of the Board shall be notified of all meetings of the Committee and may be in attendance thereat, provided that he/she shall not be in attendance when his/her own nomination are being discussed.

在任何時候，董事會主席必須獲通知委員會的所有會議。委員會會議在討論其本身的提名除外，董事會主席可以出席委員會的所有會議。

- (b) The quorum of a meeting of the Committee shall be two members of the Committee, both of whom must be INEDs. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

委員會會議的法定人數為兩人，該兩人必須為獨立非執行董事。如票數均等，委員會的主席有權投第二票或決定票。

- (c) The Chairman of the Board and/or the executive director shall be, where appropriate, invited by the Committee to attend the meetings.

在適當情況下，董事會主席及/或執行董事必須獲邀請出席委員會的會議。

- (d) The Committee may, if necessary, invite a representative of the Human Resources Department of the Company and other advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.

如有需要，委員會可邀請公司人力資源部代表及其他諮詢人出席委員會的會議為其會員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

- (e) The Company Secretary shall be the Secretary of the Committee who should 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。

In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall elect another person as the Secretary.

若委員會的秘書缺席會議，出席會議的成員須推選另一人為委員會的秘書。

- (f) Notice of Committee meetings shall be given to all members. Notice of the Committee meeting shall be deemed to be duly given to a member if it is given to him/her personally, by word of mouth or given to him/her in writing sent to his/her last known address or any other address given by him/her to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下無論面交該成員或以口述形式送達或以任何電子形式傳遞至任何提供予公司的電子號碼或電郵地址均被視為正式送達。

- (g) Members of the Committee may participate in a meeting of the Committee by means of telephone conference 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.

委員會成員可以透過電話會議或其它相似的通訊設備參加委員會會議。而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

3 Frequency of Meetings

會議的次數

Meetings 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 it necessary. Committee meetings shall be arranged by the Secretary of the Committee upon instruction of the Chairman of the Committee.

會議應每年召開不少於一次。如委員會的主席或任何兩名委員會成員認為有需要，可以要求召開會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

4 Committee's Resolutions

委員會的決議

- (a) 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 the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. 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，猶如該決議是於委員會會議上通過一樣，具有同等效力及作用。該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。該決議可以以傳真或其他電子通訊方式簽署及傳閱。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。

- (b) each director should be nominated by means of a separate resolution.

每名董事候選人的提名應以獨立決議案的方式進行。

- (c) Where the board proposes a resolution to elect an individual as an INED 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:

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：

- (1) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

用以物色該名人士的流程、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；

- (2) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；

- (3) the perspectives, skills and experience that the individual can bring to the Board; and

該名人士可為董事會帶來的觀點與角度、技能及經驗；及

- (4) how the individual contributes to diversity of the Board.

該名人士如何促進董事會成員多元化。

- (d) A member shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning (i) his/her own appointment (including determining or varying its terms); and (ii) the termination of his/her own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested.

如涉及(i) 其自身的委任(包括決定及更改職權範圍)及(ii) 免除其自身的委任有關公司的或其他公司有權益的公司的任何職務，該委員會成員將不能投票(或被算為法定人數)。

5 Authorities

授權

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

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 seek independent professional advice to perform its responsibilities and to secure attendance of outsiders with the relevant experience and expertise if necessary.

委員會已獲董事會授權，如有需要，可由公司支付合理的費用，尋求獨立專業意見以履行其職責及確保有關經驗及專業的外聘人士出席會議。

- (c) The Committee is to be provided with sufficient resources to perform its duties and functions properly.

委員會應獲供給充足資源以適當地履行其職責及職能。

6 Duties 職責

The duties of the Committee shall include:

委員會的職責應包括：

- (a) to review the structure, size, composition and diversity (including without limitation the perspectives in, gender, age, cultural and educational background, ethnicity, skills, experience, knowledge, expertise and independence) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;

至少每年檢討董事會的架構、人數、組成及成員多元化（包括但不限於性別、年齡、文化及教育背景、種族、技能、經驗、知識、專長及獨立性方面之多樣觀點與角度），並就任何為配合公司策略而擬對董事會作出的變動提出建議；

- (b) to make recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive, having regard to individual capacity, the director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient factors);

在考慮各人能力、董事的貢獻及表現（如出席、準備、參與、誠實及其他顯著因素）後，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；

- (c) 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；

- (d) to determine the policy for the nomination of directors, and to adopt the nomination procedures and the process and criteria to select and recommend candidates for directorship during the year;

執行年內有關制定提名董事的政策，以及採納就年內有關董事候選人的提名程序以及遴選及推薦準則；

- (e) to review the board diversity policy, as appropriate; and review the measurable objectives that the Board adopted for implementing the policy, and the progress on achieving the objectives; and make the relevant disclosure in the Corporate Governance Report of the Annual Report annually;

在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行政策而採納的可計量目標和達標進度；以及每年在年報中企業管治報告內作有關披露；

- (f) to assess the independence of INEDs annually, bearing in mind the circumstances set out in Rule 3.13 of the Listing Rules;

每年評核獨立非執行董事的獨立性，並參照聯交所上市規則第 3.13 條列明的狀況；

An independent member shall notify the Board immediately, if, as a result of a change in circumstances, he/she no longer meets the criteria for independence. The Nomination Committee shall review the change in circumstances and make its recommendation to the Board;

如在某些狀況改變後獨立成員不再符合獨立性的標準，該成員必需立刻通知董事會。委員會應評核該等改變狀況並向董事會提出建議；

- (g) to decide whether a director is able to and has adequately carried out his duties as a director of the Company in particular where the director concerned has multiple Board representations. Where possible, the Committee shall formulate internal guidelines that can address the competing time commitments that are faced when directors serve on multiple boards; and

決定董事是否有能力及能充份地執行其為公司董事的職務，特別於董事任多個董事職務的情況下。在可能的情况下，委員會應制定關於應對董事擔任多個董事職務的時間承諾的內部指引；及

- (h) where applicable, to decide on how the Board's performance may be evaluated regularly and propose objective performance criteria. Such performance criteria, that allow comparison with its industry peers, should be approved by the Board and address how the Board has enhanced long term shareholders' value.

在適當情況下，決定如何定期評核董事會的表現及提議表現評核準則。該等與同行作比較的評核準則應先獲得董事會批准及應說明其如何提升股東的長期利益。

7 Reporting Procedures 報告程序

- (a) The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Committee, the Chairman of the Committee shall report the findings, decisions or recommendations of the Committee to the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會應向董事會定期匯報。在委員會會議/書面決議之後的下一個董事會會議，委員會主席要向董事會匯報其發現、決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

- (b) Minutes of Committee meetings shall be sent to all members of the Committee within a reasonable time after the meeting.

委員會會議記錄應在會議後一段合理時間內送交委員會全體成員。

- (c) Each member of the Committee who is an INED shall provide an annual confirmation of his independence to the Company in accordance with the requirements of the Listing Rules.

作為獨立非執行董事的委員會成員每年均須根據上市規則要求向公司提供確認函確認其獨立性。

8 Publication and Update of the Terms of Reference **職權範圍的發布及更新**

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.

當有需要時，本職權範圍應就環境及法定要求（如上市規則）的改變而作出更新及修改。

These terms of reference, explaining the role of the Committee and the authority delegated to it by the Board, shall be made available to the public by including the information on the Stock Exchange's and the Company's websites.

委員會之職權範圍，以解釋其角色及董事會轉授予其的權力的信息應公開登載於聯交所及公司網站上。