



Zhengye International Holdings Company Limited
正業國際控股有限公司

董事会提名委员会职权范围
Terms of reference of
the Nomination Committee of the Board of Directors

Zhengye International Holdings Company Limited
正業國際控股有限公司

(incorporated in Bermuda with limited liability)
(于百慕达注册成立的有限公司)

Zhengye International Holdings Company Limited
正業國際控股有限公司
(“Company” and “本公司”)

**Terms of reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company**
**董事会(“董事会”) 提名委员会(“委员会”)
职权范围**

(中文本为翻译稿，仅供参考用)

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| 1. <u>Constitution</u> | 组成 |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 4 March 2011. | 本委员会是按本公司董事会于二零一一年三月四日会议通过成立的。 |
| 2. <u>Appointment and composition</u> | 委任及组成 |
| 2.1 Appointment and revocation: Members of the Committee shall be appointed and removed by the Board. | 委任及罢免: 委员会的成员由董事会委任及罢免。 |
| 2.2 Composition:
Members of the Committee shall: | 组成:
委员会的成员需: |
| (1) be appointed from amongst members of the Board; and | (1) 委任自本公司董事会成员；及 |
| (2) consist of not less than three in number, a majority of whom should be independent non-executive directors of the Company. | (2) 最少有三名成员，当中大部分需为本公司的独立非执行董事。 |
| 2.3 Chairman of the Committee: The Chairman of the Committee shall be appointed by the Board or elected among the members of the Committee. | 委员会主席: 委员会主席由董事会委任或经委员会成员选举。 |
| 2.4 Secretary of the Committee: The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting. | 委员会的秘书: 本公司的公司秘书为委员会的秘书。如委员会秘书缺席，出席委员会会议的委员会成员可在他们当中选出或委任其它人员作为担任该会议的秘书。 |

3. **Proceedings of the Committee**

会议程序

3.1 ***Convening of meetings:*** 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.

会议的召开: 任何委员会成员或委员会秘书应委员会成员的要求时，可于任何时间召开委员会会议。

3.2 ***Notice:***

会议通知:

(1) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice.

(1) 除非委员会全体成员(口头或书面)同意，委员会的会议通知期，不应少于七天。

(2) Notice of meeting shall be given to each Committee member, and to any other person invited to attend, 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 last notified to the secretary of the Committee by such Committee member or in such other manner as the Committee members may from time to time determine.

(2) 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、传真或其他委员会成员不时议定的其他方式发出送予各委员会成员及其它获邀出席的人士(以该成员最后通知委员会秘书的电话号码、或传真号码、地址或电邮地址为准)。

(3) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(3) 口头会议通知应尽快(及在会议召开前)以书面方式确实。

(4) Notice of meeting shall state the purpose, time and venue of the meeting.

(4) 召开会议的通知必须说明会议的目的、开会时间和地点。

(5) In respect of regular meetings of the Committee as mentioned in paragraph 3.4 below, and so far as practicable for all other meetings of the Committee, an agenda together with the documents which may be required to be considered by the members of the Committee for the purposes of the meeting shall be sent in full to all members of the Committee in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

(5) 以下第 3.4 段所指的委员会定期会议及在切实可行的情况下委员会其它所有会议，的议程及委员会成员需就会议而需考虑的文件应全部及时送交全体委员会成员，并至少在计划举行委员会会议日期的三天前（或全体委员会成员协议的其他时间内）送出。

3.3 ***Quorum:*** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be independent non-executive directors of the Company.

法定人数: 委员会会议的会议法定人数为两位委员会成员，而大部份出席的成员须为本公司的独立非执行董事。

3.4 **Frequency:** Regular meetings of the Committee shall be held at least once every year or more frequently if circumstances require to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (“**Directors**”) of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

次数：委员会每年最少应召开一次或(若有所需)以上的定期会议，以厘定、检讨及考虑本公司就董事委任、重新委任及罢免的提名程序、前述事项在有关年度的实施及向董事会提呈出任董事候选人的建议。

3.5 **Votes:**

投票:

(1) A member of the Committee must abstain from voting on any resolution of the Committee in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the bye-laws of the Company or note 1 to Appendix 3 of the Listing Rules apply.

(1) 除公司章程细则或香港联合交易所有限公司证券上市规则(“《**上市规则**》”)附条三附注一容许的情况外，委员会成员不得就任何其本人或联系人(联系人按《上市规则》所作的定义相同)拥有重大权益的委员会决议进行投票；在确定是否有足够的法定人数出席考虑有关决议的委员会会议时，其本人亦不得计算在内。

(2) Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.

(2) 委员会的决议以过半数有权出席会议并投票的委员会成员通过。当当反对票和赞成票相等时，董事长有权多投一票。

4. **Written resolutions**

书面决议

4.1 Written resolutions may be passed by all Committee members in writing.

委员会成员可以书面决议方式通过任何决议，惟有关决议必须由所有委员会成员签字。

5. **Alternate Committee members**

委任代表

5.1 A Committee member may not appoint any person as his alternate.

委员会成员不能委任任何人作为其候补。

6. Authority of the Committee

委员会的权力

6.1 The Committee may at the expenses of the Company exercise the following powers:

委员会可以行使以下权力，费用由本公司支付：

- (1) 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;
 - (2) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
 - (3) to obtain outside independent legal or other professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary;
 - (4) 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;
 - (5) to have access to sufficient resources in order to perform its duties;
 - (6) 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
 - (7) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.
- (1) 要求本公司及其任何附属公司(合称“**本集团**”)的任何雇员及专业顾问，提供委员会为执行其职责而需要的任何资料，并提交报告、出席委员会会议及提供所需资料及解答有关问题；
 - (2) 于董事的委任或重新委任，评审董事的表现及独立非执行董事的独立性；
 - (3) 按照其职权范围就相关事项向外界寻求独立法律或其他专业意见(包括独立的人力资源顾问公司)。如委员会需要，可邀请具备相关经验及专业才能的外界人士出席其会议；
 - (4) 有权进行其认为适当的调查(包括但不限于诉讼、破产及信誉查册)、报告或公开征募；
 - (5) 取得足够资源以履行其职务；
 - (6) 每年检讨本职权范围条款及本职权范围对履行委员会职务的有效性，并向董事会提供委员会认为有需要的修改建议；及
 - (7) 行使委员会认为为恰当履行其于第七章项下的责任而需要的权力。

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

委员会应获提供予充足的资源以履行其职责。

7. Duties

7.1 The duties of the Committee shall be:

- (1) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;
- (3) to assess the independence of the independent non-executive Directors;
- (4) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
 - (ii) the policy on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) candidates suitably qualified to become members of the Board;
 - (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

委员会的职责

委员会负责履行以下职责：

- (1) 至少每年检讨董事会的架构、人数及组成(包括技能、知识、经验及多样的观点与角度方面)，并就任何为配合本公司的策略而拟对董事会作出的变动提出建议；
- (2) 物色具备合适资格可担任董事的人士，挑选被提名人士出任董事；
- (3) 评核独立非执行董事的独立性；
- (4) 向董事会提呈下列事项的建议：
 - (i) 作为董事会成员所应有的角色、责任、能力、技术、知识及经验；
 - (ii) 委聘非执行董事的政策；
 - (iii) 审核委员会、薪酬委员会及其他董事会委员会的组成；
 - (iv) 董事会的架构、人数及组成拟作出的变动；
 - (v) 具备合适资格担任董事的人士；
 - (vi) 挑选被提名人士出任董事；
 - (vii) 轮流退任董事的重新委任，于此须考虑其等的工作表现及对董事会继续作出贡献的能力；

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| <p>(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote on the resolution approving the re-election of such independent non-executive Director;</p> | <p>(viii) 在任多于九年的独立非执行董事的去留问题，并就该等独立非执行董事的继续委任与否向本公司股东就审议有关决议案赞成与否提供建议；</p> |
| <p>(ix) relevant matters relating to the appointment, re-appointment of Directors;</p> | <p>(ix) 委任及重新委任董事的相关事项；</p> |
| <p>(x) succession planning for Directors in particular the chairman and the chief executive officer; and</p> | <p>(x) 董事接替计划的相关事宜(尤其是主席及行政总裁)；及</p> |
| <p>(xi) the policy concerning diversity of Board members;</p> | <p>(xi) 董事会成员多元化的政策；</p> |
| <p>(5) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(5) 在履行上述责任或本职权范围项下的其他责任，对下列各项给予充份考虑：</p> |
| <p>(i) succession planning of Directors;</p> | <p>(i) 董事接替计划；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 本集团为保持或加强本集团的竞争优势所需要的领导才能；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市场环境的转变及本集团营运市场的商业需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board; and</p> | <p>(iv) 董事会成员所须具备的技能及专才；及</p> |
| <p>(v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;</p> | <p>(v) 《上市规则》对上市发行人的董事的相关要求；</p> |

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| <p>(6) 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 rule 13.68 of the Listing Rules, to 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 defined in the Listing Rules) 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;</p> | <p>(6) 审核所有按《上市规则》第 13.68 条需事先取得本公司股东批准的现董事或建议委任董事与本集团成员拟签定的服务合同，并就該等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本公司股东应怎样作表决，向本公司股东提呈建议(但不包括同时为本年司董事而又于该等服务合同有重大利益的股东及其联系人(联系人按《上市规则》所作的定义相同))；</p> |
| <p>(7) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;</p> | <p>(7) 确保每位被委任的非执行董事于被委任时均取得正式委任函件，当中须订明对其等之要求，包括工作时间、董事会委员会服务要求及参予董事会会议以外的的工作；</p> |
| <p>(8) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;</p> | <p>(8) 会见辞去本公司董事职责的董事并了解其离职原因；</p> |
| <p>(9) the Board's policy concerning diversity of Board members adopted from time to time; and</p> | <p>(9) 董事会不时采纳的董事会成员多元化政策；及</p> |
| <p>(10) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(10) 考虑及执行董事会不时界定或委派的其他事项。</p> |

8. Minutes and records

- 8.1 The secretary of the Committee shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly.
- 8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the secretary of the Committee.

会议纪要

- 委员会秘书应在每次会议开始时查问是否有任何利益冲突并记录在会议纪要中。
- 委员会秘书需保存完整的委员会会议纪要及委员会书面决议。

- 8.3 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, in both cases within a reasonable time after the meeting or before the passing of the written resolutions. Once the minutes or, as the case may be, written resolutions, are properly signed, the secretary of the Committee shall circulate the minutes or, as the case may be, written resolutions, and reports of the Committee to all members of the Board.
- 8.4 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.
- 9. Annual general meeting**
- 9.1 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.
- 10. Continuing application of the Bye-laws of the Company**
- 10.1 The bye-laws 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.
- 委员会秘书应于委员会会议结束后或书面决议签署前的合理时段内，把委员会会议纪要或书面决议(视乎情况而定)的初稿及最后定稿发送委员会全体成员(初稿供成员表达意见，最后定稿作其纪录之用)。会议纪要或书面决议(视乎情况而定)获签署妥当后，委员会秘书应将委员会的会议纪要或书面决议(视乎情况而定)和报告传阅予董事会所有成员。
- 委员会秘书应就年内委员会所有会议纪要存档，以及具名纪录每名成员于委员会会议的出席率。
- 委员会的主席，或在委员会主席缺席时另一名委员会的成员，应出席本公司的股东周年大会以回应东周年大会上就委员会的活动及其职责提出的问题。
- 本公司章程细则的持续适用**
- 就前文未有作出规范，但本公司章程作出了规范的董事会会议程序的规定，适用于委员会的会议程序。

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Corporate Governance Code 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.

12. Publication of the terms of reference of the Committee

- 12.1 The terms of reference of the Committee shall be posted on the website of The Stock Exchange of Hong Kong Limited the Company.

董事会权力

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司章程细则及《上市规则》的前提下(包括《上市规则》之附录十四《企业管治守则》或本公司自行制定的企业管治守则(如被采用))，随时修订、补充及废除，惟有关修订、补充及废除，并不影响任何在有关行动作出前，委员会已经通过的决议或已采取的行动的有效性。

委员会职权范围的刊登

委员会职权范围可登载在香港联合交易所有限公司本公司的网站。

First Adopted Date: 4 March 2011
First Revised Date: 21 December 2011
(first revised effective on 1 January 2012)
Second Revised Date: 23 August 2013
(second revised effective on 1 September 2013)

首次采纳日期：2011年3月4日
首次修订日期：2011年12月21日
(首次修订生效日期：2012年1月1日)
第二次修订日期：2013年8月23日
(第二次修订生效日期：2013年9月1日)