

Ming Fai International Holdings Limited
明輝國際控股有限公司

NOMINATION COMMITTEE – TERMS OF REFERENCE
提名委員會職權範圍

1. Membership
成員

- 1.1 The Nomination Committee shall be appointed by the Board of Directors (the “**Board**”).
提名委員會應由董事會委任。
- 1.2 The majority of the members (the “**Members**”) of the Nomination Committee shall be independent non-executive Directors. (“**INEDs**”);
提名委員會的過半數成員須為獨立非執行董事。
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED or the Board chairman.
提名委員會的主席須由董事會委任及須為獨立非執行董事或董事會主席。

2. Secretary
秘書

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
公司秘書應為提名委員會的秘書。
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
儘管其他條款另有規定，提名委員會可不時委任其他具有合適資格和經驗的人士擔任提名委員會秘書。

3. Meetings
會議

- 3.1 Meetings shall be held as and when necessary. Two members present in person

shall be a quorum for the Nomination Committee meetings until the Board has otherwise determined. All meetings of the Nomination Committee may be held by telephone or other electronic means. A resolution signed by the members shall be as valid and effectual as a resolution passed at a meeting of the Nomination Committee duly convened and held and may consist of several documents in like form each signed by one or more members.

會議須根據實際情況適時召開。提名委員會會議的法定人數為其中的兩名成員，惟董事會另有決定則除外。提名委員會的所有會議均可透過電話會議或其他電子方式進行。由委員簽署的決議應視作同舉行的提名委員會會議上通過的決議一樣有效；及

- 3.2 Minutes of the Nomination Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board.

提名委員會的會議記錄必須交予委員會全體委員傳閱，並會按要求交予董事會其他成員傳閱。

4. Attendance and Voting at Meetings

出席會議及投票

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee) and other persons may attend all or part of any meetings.

董事會主席及/或首席執行官(如非提名委員會成員)及其他人士，如獲提名委員會邀請，可出席會議的全部或部份。

- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

只有提名委員會成員有權在會議上投票。

5. Annual General Meeting

公司周年大會

- 5.1 The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

提名委員會主席或一名成員須出席公司周年大會，並須為回答股東就提名

委員會的活動和其職責的提問作準備。

6. Functions and Authority

職能及權力

6.1 The Nomination Committee is appointed by the Board of Directors of the Company to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent.

提名委員會由公司董事會委任。委員會於考慮被提名人的獨立性和素質後，向董事會推薦合適的董事人選，以確保一切提名均屬公平及具透明度。

6.2 The Nomination Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company's expense;

董事會授權提名委員會透過善用內部資源及中介機構以物色合資格的董事人選，並由公司支付有關開支；及

6.3 The Nomination Committee is authorized by the Board Conduct interviews with prospective candidates for nomination

董事會授權提名委員會與各準提名人選進行面試。

6.4 The Nomination Committee is authorized by the Board where necessary to have access to independent professional advice ^{Note 1}.

董事會授權提名委員會，如認為有需要，可索取獨立專業意見^{附注1}。

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

提名委員會應獲供給充足資源以履行其職責。

7. Responsibilities

責任

7.1 To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes;

至少每年一次檢討及監察董事會的架構、人數和組成（包括董事的技能、

知識及經驗)，並就任何擬作出的變動向董事會提出建議；

7.2 To identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individuals shall be their ability to contribute to the effective carrying out by the Board of its responsibilities
在董事會需要增加董事人數或填補董事空缺時，負責物色及提名合資格的人選，董事會將以各候任人選能否協助其有效地履行責任，作為甄選的考慮準則；

7.3 To make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.
就委任或重新委任董事以及董事（尤其是主席及行政總裁）繼任計劃的有關事宜向董事會提出建議；

7.4 To assess the independence of INEDs; and
評核獨立非執行董事的獨立性；及

7.5 To report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.
向董事會匯報其決定或建議，但受法律或監管規定限制者除外。

8. Publication of the Terms of Reference

公司職權範圍

8.1 This terms of reference will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.
本職權範圍將登載於公司及香港聯合交易所有限公司網站上。

Notes:

附註：

1. Arrangement to seek professional advice could be made through Company Secretary.
提名委員會可通過公司秘書對索取專業意見作出安排。