VICTORY CITY INTERNATIONAL HOLDINGS LIMITED
冠華國際控股有限公司*

(於百慕達註冊成立之有限公司)
(股份代號：0539)

提名委員會
職權範圍

1. Constitution

1.1 The board of directors ("**Board**") of Victory City International Holdings Limited ("**Company**") has resolved to establish a Committee of Board to be known as the Nomination Committee ("**Committee**").

2. Membership

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members and a majority of whom shall be independent non-executive directors.

2.2 The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive director.

2.3 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.

** For identification purpose only*

組成

冠華國際控股有限公司（「本公司」）董事會（「董事會」）議決在董事會下設立一個名為提名委員會之委員會（「委員會」）。

成員

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須爲本公司的獨立非執行董事。

委員會主席由董事會委任，並由董事會主席或獨立非執行董事擔任主席。

本公司的公司秘書爲委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作爲該次會議的秘書。

* *僅供識別*

2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. <u>Proceedings of the Committee</u>

<u>會議程序</u>

3.1 ***Notice:***

會議通知：

(a) Unless otherwise agreed by all the Committee members (either orally or in writing), a meeting shall be called by at least seven days' notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

*(Pursuant to paragraph A.1.3 of Appendix 14 of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), regular board meetings should be called by, so far as practicable, at least 14 days' notice)*

(a) 除非委員會全體成員同意(口頭或書面)，委員會的會議通知期，不應少於七天。該通知應發給所有委員會會員及其他獲邀出席的人士。不論通知期長短，委員會成員出席會議將構成放弃該通知，除非出席會議的委員會成員在會議開始之時，以會議還沒有得到正確的召開爲理由爲目的，出席以表達反對會議處理任何事項。

*(根據香港聯合交易所有限公司("**聯交所**") 證券上市規則("**上市規則**")附錄十四第 A.1.3 段及的規定，在切實可行的範圍內，召開董事會定期會議應發出至少 14 天通知)*

(b) 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. Notice shall be given to each Committee 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 Committee member or in such other manner as the Committee members may from time to time determine.

(b) 任何委員會成員或委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址爲准)。

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

(c) 口頭會議通知應儘快(及在會議召開前)以書面方式確實。

(d) Notice of meeting shall state the purpose, time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 3.3 below, and so far as practicable for all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the members of the Committee in a timely manner and at least three days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).

(d) 會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。第 3.3 條所述委員會定期會議的議程及有關文件應全部及時送交委員會全體成員，盡至少在計劃舉行委員會會議日期的最少三天前(或經委員會全體成員協定的其他時間內)送出。委員會其他所有會議在切實可行的情況下亦應採納以上安排。

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

會議法定人數爲兩位成員，而大部份出席的成員須爲獨立非執行董事。

3.3 ***Frequency:*** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of directors (the "**Directors**") of the Company, their implementation during the year, to make recommendations to the Board on candidates for appointment as Directors and to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

次數：每年最少開會一次，以厘定、檢討及考慮本公司就董事委任、重新委任及罷免的提名程序、前述事項在有關年度的實施、向董事會提呈出任董事候選人的建議及檢討董事會不時所採納的董事會成員多元化政策及為執行該政策而制定的任何可計量目標，以及該目標的達標進度。

4. <u>Written resolutions</u>

<u>書面決議</u>

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

委員會成員可以書面贊成方式通過任何決議，惟所有委員會成員必須簽字。

5. <u>Alternate Committee members</u>

<u>委任代表</u>

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

6. Authority of the Committee

委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(a) 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;

(a) 要求本公司及其任何附屬公司(合稱"**本集團**")的任何雇員及專業顧問，提供委員會爲執行其職責而需要的任何資料，並提交報告、出席委員會會議及提供所需資料及解答有關問題；

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

(b) 於董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall 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 and should be provided with sufficient resources to discharge its duties;

(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認爲適當的調查(包括但不限於訴訟、破產及信譽查册)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；

(d) 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

(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認爲須要的修訂建議；及

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

(e) 爲使委員會能合理地執行本職權範圍第七章所列的職責，其認爲有需要及有益的權力。

6.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

本公司應向委員會提供充足資源以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

7. **Duties**

委員會的職責

7.1 The duties of the Committee shall be:

委員會負責履行以下職責:

(a) 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;

(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗方面及多樣的觀點與角度)，並就任何爲配合本公司策略而擬對董事會作出的變動提出建議;

(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;

(b) 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;

(c) 評核獨立非執行董事的獨立性;

(d) to make recommendations to the Board on:

(d) 向董事會提呈下列事項的建議:

(i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;

(i) 作爲董事會成員所應有的角色、責任、能力、技術、知識 、經驗及多樣的觀點與角度;

(ii) the policy on the terms of employment of non-executive Directors;

(ii) 委聘非執行董事的政策;

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iii) 審核委員會、薪酬委員會及其他董事會委員會的組成;

(iv) proposed changes to the structure, size and composition of the Board;

(iv) 董事會的架構、人數及組成擬作出的變動;

(v) candidates suitably qualified to become members of the Board;

(v) 具備合適資格擔任董事的人士；

(vi) the selection of individuals nominated for directorship;

(vi) 挑選被提名人士出任董事;

(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;

(vii) 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；

(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 in the resolution approving the re-election of such independent non-executive Director;

(viii) 在任多於九年的獨立非執行董事的去留問題, 並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議；

(ix) the appointment or re-appointment of Directors;

(ix) 就董事委任或重新委任董事；

(x) succession planning for Directors in particular the chairman and the chief executive; and

(x) 董事繼任計劃(尤其是主席及行政總裁)；及

(xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy.

(xi) 董事會成員多元化的政策及為執行該政策而制定的任何可計量目標。

(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

(e) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：

(i) succession planning of Directors;

(i) 董事接替計劃；

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;

(ii) 本集團爲保持或加强本集團的競爭優勢所需要的領導才能；

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iv) the skills and expertise required from members of the Board;

(v) the Board's policy concerning diversity of Board members adopted from time to time; and

(vi) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;

(f) 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 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;

(g) 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;

(h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

(i) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and

(iii) 市場環境的轉變及本集團營運市場的商業需要;

(iv) 董事會成員所須具備的技能及專才;

(v) 董事會不時採納的董事會成員多元化政策;及

(vi) 上市規則對上市發行人的董事的相關要求;

(f) 檢討及就所有按上市規則第 13.68 條須事先取得本公司股東批准的現董事或建議委任董事與集團成員的擬定服務合同,向本公司股東就該議定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表决,向本公司股東提呈建議;

(g) 確保每位被委任的非執行董事於被委任時均取得正式委任函件,當中須訂明對其等之要求,包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作;

(h) 會見辭去本公司董事職責的董事並瞭解其離職原因;

(i) 檢討董事會不時採納的多元化政策及為執行政策而定的任何可計量目標,以及檢討該目標的達標進度;及

(j) to consider other matters, as defined or assigned by the Board from time to time.

(j) 考慮及執行董事會委派的其他事項。

8. Minutes and records

會議紀錄

8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會會員將不計入法定人數內、而除非《上市規則》附錄三附注一適用，相關委員就他或其任何聯繫人有重大利益的委員會决議必需放弃投票。

8.2 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee. 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 within a reasonable time after the meeting (generally, meaning within 14 days after the meeting) or before the passing of the written resolutions. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.

委員會的完整會議紀錄及書面决議應由委員會秘書保存。委員會秘書應於委員會會議結束後或書面决議簽署前的合理時段內(一般指委員會會議結束後的 14 天內)，把委員會會議紀錄或書面决議(視乎情况而定)的初稿及最後定稿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)。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

8.3 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.

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

8.4 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

委員會應向董事會彙報其决定或建議，除非委員會受法律或監管限制所限而不能作此彙報（例如因監管規定而限制披露）。

9. Annual general meeting

股東周年大會

9.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

10. Continuing application of the bye-laws of the Company

本公司組織章程的持續適用

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.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

11. Powers of the Board

董事會權力

11.1 The Board may, subject to compliance with the bye-laws of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治常規守則》及《企業管治報告》或本公司自行制定的企業管治常規守則（如被採用）)，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

12. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

12.1 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 website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

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