



CHINA TING GROUP HOLDINGS LIMITED

华鼎集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(于开曼群岛注册成立之有限责任公司)

(the “Company”)

(“公司”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
ADOPTED BY THE BOARD ON 23 DECEMBER 2016
董事会于 2016 年 12 月 23 日采纳的提名委员会职权范围**

**1 Membership
成员**

- (a) The Nomination Committee (hereinafter referred to as the “**Committee**”) shall consist of one executive director of the Company and two independent non-executive directors (the “**INEDs**”) of the Company. 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.

提名委员会（以下称为“**委员会**”）须由一名公司执行董事及两名公司独立非执行董事（“**独立非执行董事**”）组成。委员会的组成必须遵守不时的香港联合交易所有限公司证券上市规则（“**上市规则**”）的要求。

- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board of Directors (the “**Board**”).

委员会的主席必须由董事会（“**董事会**”）委任的委员会成员担任。

- (c) The Committee should be chaired by the chairman of the Board or an INED.

委员会应由董事会主席或独立非执行董事担任。

App 14-
A.5.1

附录十
四 -
A. 5.1

**2 Secretary
秘书**

The secretary of the Committee shall be the secretary of the Company.

委员会秘书应由公司的秘书担任。

3 Quorum **法定人数**

The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委员会会议的法定人数为委员会两名成员，其中一人必须为独立非执行董事。

4 Frequency of meetings **会议的次数**

Meetings of the Committee 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 that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

委员会会议应每年召开不少于一次。委员会主席或任何两名委员会成员可以在其认为有需要时要求召开委员会会议。委员会会议应按委员会主席的指示，由委员会的秘书作出安排。

5 Attendance at Meetings **出席会议**

(a) At all times, the chairman of the Board shall be notified in advance of all meetings of the Committee.

在任何时候，委员会所有会议的举行应事先通知董事会主席。

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

委员会成员可以通过电话会议或以参与会议的所有人能够听见对方的类似通讯设备参与委员会会议。根据本款参与会议应构成亲自出席该会议。

6 Committee's resolutions **委员会的决议案**

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 like 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.

由委员会全体成员签署的书面决议案应是有效和具有效力的，犹如该决议案是在委员会会议上通过一样。有关书面决议案可由多份相同格式的文件组成，而每份文件由委员会一名或多名成员签署。有关书面决议案可以传真或其他电子通讯方式签署和传阅。本款不得损害上市规则任何有关董事会会议或委员会会议的举行之规定。

7 Authorities 授权

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

委员会获董事会授权对其职权范围内的任何事宜作出检讨、评核和提出建议。

- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure the attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.

委员会已获董事会授权，在委员会认为有需要及由公司支付合理费用的情况下，征询独立法律意见或其他独立专业意见，并确保拥有有关经验及专长的独立专业顾问出席会议。

- (c) The authority of the Committee should be provided upon request from the shareholders of the Company and the role of the Committee should be explained in the Corporate Governance Report in the Annual Report of the Company.

委员会的权限必须在公司股东提出要求时提供，并在公司年报的《企业管治报告》中解释委员会的角色。

- (d) 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 expenses, to perform its responsibilities.

App 14-
A. 5.4

公司应向委员会提供充足资源以履行其职责。委员会履行职责时如有需要，应寻求独立专业意见，费用由公司支付。

附录十
四 -
A. 5.4

- (e) 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 why they believe he should be elected and the reasons why they consider him to be independent.

App 14-
A. 5.5

若董事会拟于股东大会上提呈决议案选任某人士为独立非执行董事，有关股东大会通告所随附的致股东通函及/或说明函件中，应该列明董事会认为应选任该名人士的理由以及他们认为该名人士属独立人士的原因。

附录十
四 -
A. 5.5

8 Duties 职责

App 14-
A. 5.2

The duties of the Committee shall be:
委员会应履行下述职责：

附录十
四 -
A. 5.2

- (a) to 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），并就任何为配合公司企业策略而拟对董事会作出的变动提出建议；

- (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;

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；

- (c) to assess the independence of the INEDs of the Company;

评核独立非执行董事的独立性；

- (d) to 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出建议；

- (e) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

App 14-
A. 5.6

在适当情况下检讨董事会成员多元化政策；及检讨董事会为执行董事会多元化政策而制定的可计量目标和达标进度；以及每年在企业管治报告内披露检讨结果；

附录十
四 -
A. 5.6

- (f) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

进行使委员会能履行董事会赋予委员会的权力和职能的任何事情；

- (g) to conform to any requirement, direction, and regulation that may from time to

time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

遵守董事会不时订明的或公司组织章程文件所载的或上市规则或适用法律规定的任何要求、指引及规定；及

- (h) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

App 14-
E.1.2

确保委员会主席出席公司股东周年大会回答提问，或主席未克出席时由另一名委员会委员（或如该名委员未能出席，则其适当委任的代表）出席股东周年大会回答提问。

附录十
四 -
E.1.2

9 Reporting procedures 汇报程序

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委员会必须向董事会作出汇报。在委员会会议/书面决议案之后的下一个董事会会议，公司的秘书应向董事会呈交订明委员会调查结果、建议及决定的委员会会议纪录/书面决议案的副本。

10 Availability and update of the terms of reference 公开和更新职权范围

- (a) 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;

当情况改变及香港的条例规定（例如：上市规则）出现更改而有需要时，本职权范围应作出更新及修订；

- (b) These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited; and

App 14-
A.5.3

有关本职权范围的资料或其更新及修订版本应登载于公司网站及香港联合交易所有限公司的网站内；及

附录十
四 -
A. 5.3

- (c) These terms of reference shall be available upon request by shareholders of the Company.

本职权范围应在公司股东要求时提供给公司股东。