

# SIIC ENVIRONMENT HOLDINGS LTD.

## 上海實業環境控股有限公司\*

*(Incorporated in the Republic of Singapore with limited liability)*

*(在新加坡共和國註冊成立的有限公司)*

**(the “Company”)**

**(簡稱「公司」)**

### NOMINATING COMMITTEE

#### 提名委員會

Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual (the “SGX Listing Manual”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”) (the “Hong Kong Listing Rules”) require listed companies to establish a Nominating Committee with written terms of reference which clearly set out the authority and duties of the committee.

新加坡證券交易所有限公司(「新交所」)上市手冊(「新交所上市手冊」)及香港聯合交易所有限公司(「聯交所」)證券上市規則(「香港上市規則」)規定，上市公司應設立提名委員會，並制定書面職權範圍，明確界定委員會的權力及職責。

The primary role and re-appointments of the Nominating Committee is to make recommendations to the Board on all Board appointments to ensure a formal and transparent process.

提名委員會的主要職能是向董事會提出關於公司所有董事委任及重新委任的建議，以確保委任過程是正式及透明的。

The terms of reference proposed for the Nominating Committee are annexed hereto as the **Appendix A**.

提名委員會的職權範圍列於附件A。

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### TERMS OF REFERENCE FOR NOMINATING COMMITTEE

#### 提名委員會職權範圍

#### 1. MEMBERSHIP

##### 成員

- 1.1 The Nominating Committee (the “NC”) shall be appointed by the Board of Directors (the “Board”) from amongst its members, and shall comprise at least three (3) members. If the Company has a lead independent Director, then the lead independent Director would also be a member of the NC. The composition of the Committee shall comply with the requirements of the SGX Listing Manual, the Code of Corporate Governance 2018 (the “Code”) as well as the Hong Kong Listing Rules (collectively the “Listing Rules”) as amended from time to time. HK LR 3.27A

提名委員會（簡稱「委員會」）應由公司董事會（「董事會」）從董事中任命組成，至少有三(3)位成員。如公司擁有牽頭獨立董事，該牽頭獨立董事將會是委員會的成員。委員會的組成必須遵守新交所上市手冊、2018年企業管治守則（「守則」）及香港上市規則（合稱為「上市守則」）的不時更新的要求。

- 1.2 A majority of members, including the Chairman shall be independent non-executive Directors. HK LR 3.27A

大多數的成員，包括主席，應是獨立非執行董事。

- 1.3 An independent non-executive Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations<sup>1</sup>, its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere with his exercise of independent business judgment in the best interests of the Company. In addition, an independent non-executive Director must also satisfy the requirements under Rule 3.13 of the Hong Kong Listing Rules.

一位獨立非執行董事為擁有獨立行為、性格及判斷，且必須不存在與本公司、其關聯企業<sup>1</sup>、其主要股東或公司高級人員的任何可影響或被認為可影響他的客觀商業判斷的關係的人士，以確保符合本公司的最佳利益。此外，一名獨立非執行董事也需符合香港上市規則3.13的要求。

If the Board wishes, in spite of the existence of one or more of the relationships as listed in the return (**Annex I**) referred to in clause 1.5 below, to consider a Director as independent, the Company should disclose in full the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.

如果董事會認為一位董事儘管存在第1.5條款中提到的確認書（**附件1**）中列出的一種或多種關係仍為獨立董事，公司應完全公佈該董事的關係性質並負責解釋認定該董事為獨立的原因。

- 1.4 On appointment, and thereafter, on an annual basis, every member shall complete the returns (**Annex I and Annex II**) as to his independence pursuant to the SG LR and Hong Kong Listing Rules. The Board shall review the return to decide if a Director is to be considered independent.

在受委任之時及之後，每位成員應根據上市手冊及香港上市規則每年填寫兩份獨立性的確認書（**附件1和附件2**）。董事會將審查確認書以確定董事的獨立性。

- 1.5 An independent member shall immediately notify the Company Secretary of any change in circumstances that may result in him not being able to meet the criteria for independence. 獨立成員應立即通知公司秘書任何可能使其不再符合獨立條件的情況變更。

The Board may, after considering the change in circumstances, require the resignation of the member, in compliance with provisions of the Companies Act 1967 of Singapore, the Code and the NC's terms of reference.

董事會可在考慮情況變更後，根據新加坡1967年公司法，守則及委員會職權範圍要求該成員辭去成員職務。

- 1.6 The Chairman elected by members, shall be independent, or who is not directly associated with, a substantial shareholder.

由成員推選的主席，應是獨立的，或其與主要股東沒有直接的關聯。

<sup>1</sup> The term "related corporation", in relation to the company shall have the same meaning as currently defined in the Companies Act 1967 of Singapore which is a corporation that is the company's holding company, subsidiary, or fellow subsidiary.

有關公司的「關聯企業」的詞匯，將與新加坡1967年公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，或同集團子公司。

- 1.7 A member who wishes to retire or resign from the NC shall notify the Board in writing, giving at least one (1) month's notice.  
任何一位成員擬自提名委員會退任或辭職，至少應提前一(1)個月以書面方式通知董事會。
- 1.8 The office of a member shall become vacant upon the member's death/resignation/retirement/removal or disqualification as a Director of the Company.  
任何一位成員若死亡、辭職、退任、免職或喪失董事資格，該成員職務將被解除。
- 1.9 If for any reason, the total number of members shall fall below three (3), the Board shall as soon as possible and within three (3) months of such occurrence, appoint such member of new members so that the total number of members is at least three (3).  
出於任何原因，如果委員會的成員少於三(3)人，董事會應在該情況出現的三(3)個月內盡快任命新成員，新成員的人數應使成員的總人數不少於三(3)人。

## **2. ADMINISTRATION**

### **管理**

### **2.1 Meetings**

#### **會議**

- a) The meetings of the NC may be conducted by means of telephonic/video conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.  
委員會會議可以通過電話會議／視頻會議或者其他以電子或電報方式同步溝通的形式進行，由委員會主席簽署的該會議的紀錄將作為會議的最終紀錄。
- b) Meetings of the NC will be held as the NC deems appropriate, however, the NC should meet at least once each year. Meetings should be recognized so that attendance is maximised. A meeting may be called, at any other time, by the Chairman or any member of the NC. A Director or Management may be invited to the meetings.  
委員會會議可以在委員會認為適當時召開，但委員會每年至少應召開一次會議。會議的組織安排應便於大多數成員的出席。會議可以在任何時候由委員會主席或任何委員會成員召集。董事或管理層人員可受邀列席會議。
- c) The Secretary of the NC shall be the Company Secretary.  
委員會秘書將由公司秘書擔任。
- d) The Secretary shall attend all meetings and minute the proceedings thereof.  
秘書應出席所有會議並負責記錄會議紀要。

App 14-  
C.5.7 Note

App 14-  
C.5.4, C.6.4

- e) Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated to all the members of the NC.

所有會議的會議記錄應由會議主席簽署並分發給全體委員會成員。

If the Chairman of the NC so decides, the minutes shall be circulated to other members of the Board. Any Director may, provided that there is no conflict of interest and with the agreement of the Chairman, obtain copies of minutes of NC meetings.

主席可決定將會議記錄分發給其他董事。任何董事在不存在利益衝突及徵得主席的同意的前提下可取得提名委員會會議記錄的副本。

- f) The notice of each meeting of the NC, confirming the venue, date and time and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the NC at least three (3) working days prior to the date of the meeting.

每次提名委員會會議的通知須列明會議地點、日期和時間，並附上會議議程，在會議前至少三個工作日分發給各委員會成員，特殊情況除外。

- g) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within seven (7) days after the meeting is held.

App 14-C.5.4,  
C.5.5

委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後七(7)天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

## 2.2 Quorum

### 法定人數

The quorum shall be any two members, including at least one independent non-executive Director.

法定人數為兩位成員，其中至少一位是獨立非執行董事。

## 2.3 Voting

### 表決

A resolution shall be considered passed if:

在下列情況下，決議視為通過：

- a) there is a majority of votes passed in favour of the resolution during a meeting of the NC, or

在委員會會議上，大多數票通過決議；或

- b) there is agreement in writing by a majority of members entitled to participate in the decision.  
大多數有權參與決定的成員作出書面同意。

In the event of an equality of votes, the Chairman shall have a casting vote.  
在贊成和反對票數相等的情況下，主席將有權投決定票。

Any member who has an interest in any matters being reviewed or considered by the NC shall abstain from voting on the matter.  
任何成員若在委員會審議或考慮的事項中存有利益關係，應放棄對該事項的表決權。

## **2.4 Attendance at Annual General Meeting**

### **出席年度股東大會**

The Chairman (or in his absence, an alternative member) of the NC shall attend the Annual General Meetings of the Company and be prepared to answer questions falling within the scope of the NC. App 14-F, 2.2  
委員會主席（或在其缺席的情況下由一位成員代替）應出席公司的年度股東大會，並隨時準備回答屬於委員會職責範圍內的問題。

## **2.5 NC Resolutions in Writing**

### **委員會決議案**

The NC may pass resolutions by circulation. A resolution in writing signed or approved via letter, email or facsimile by a majority of the NC members, including at least one independent non-executive Director, shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted. These resolutions may consist of several documents in original or facsimile in the like form each signed by one or more members.  
委員會可通過傳閱形式通過決議案。由絕大多數委員會成員，其包括至少一名獨立非執行董事簽署或通過信件、電郵或傳真批准的決議案將有效，猶如該決議案於正式召開及構成的委員會會議上獲通過。這些決議案可包括多份形式相近的由一位或多位成員簽署的原件或傳真文件。

## **3. AUTHORITIES**

### **授權**

- 3.1 The Committee is authorized by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee. App 14- C.4.1  
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。

- 3.2 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 Exchange's website and the Company's website. The terms of reference of the Committee should be provided upon request and the role and function of the Committee shall be explained in the corporate governance report in the annual report of the Company. App 14-  
B.3.2, E(a)

委員會應在公司及聯交所網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。委員會的職權範圍必須在有人提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色及職能。

- 3.3 The Committee shall be provided with sufficient resources to perform its duties. App 14- B.3.3  
委員會應獲供給充足資源以履行其職責。

- 3.4 Where the Board proposes a resolution to elect an individual as an independent non-executive director 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: App 14- B.3.4

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：

- (a) 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；
- (b) if the proposed independent non-executive director 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；
- (c) 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
- (d) 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。



#### 4. DUTIES AND RESPONSIBILITIES

##### 職務與職責

The duties of the NC shall be:

提名委員會的職責是：

- 4.1 To make recommendations to the Board on the appointment and re-appointment of executive and non-executive Directors and alternate directors (if any), including making recommendations on the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board.

向董事會作出執行董事及非執行董事以及替任董事（如有）的委任及重新委任建議，包括關於董事會大致組成及執行董事和非執行董事比例均衡的建議。

- 4.2 To regularly review the Board structure, size and composition having regard to the scope and nature of the operations and the core competencies of the Directors as a group. The NC shall make recommendations to the Board with regards to any adjustments that are deemed necessary.

考慮到公司的經營範圍與業務性質以及董事整體上具備的核心能力，定期審查董事會的結構、人數及組成，並向董事會建議需要作出的調整。

- 4.3 (i) To establish and review the criteria on the determination of the maximum number of directorship of listed companies any Director may hold.

設立和審閱確定任何董事可擔任上市公司董事的最高數量的標準。

- (ii) To ensure that new Directors are aware of their duties and obligations, and decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple Board representations and other principal commitments.

確保新董事了解其職責及責任，並決定該董事是否能夠充分的履行他／她擔任董事的職務，尤其是當他／她擔任多家公司的董事和其他主要承諾。

- 4.4 To review, assess and recommend nominee(s) or candidate(s) for appointment or election to the Board, having regard to his/her qualification, competency, other principle commitments<sup>2</sup> and whether or not he/she is independent and in the case of a re-nomination, to his/her contribution and performance. A description of the process for the selection and appointment of new Directors to the Board shall be disclosed in the annual report. This should include disclosure on the search and nomination process.

審閱，評估和建議任命或推選為董事會的人選，考慮他／她的資格，能力，其他主要承諾<sup>2</sup>和他／她是否在重新任命的情況下是獨立的，他／她的貢獻和業績。有關選擇和委任新董事的過程的描述應披露在年報中。這應包括搜索和提名過程的披露。

<sup>2</sup> The term “**principal commitments**” shall include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

「**主要承諾**」應包括所有涉及重大時間承諾如全職工作，諮詢工作，委員會工作，非上市公司的董事會代表和董事及參與非盈利組織。如該董事擔任非活躍關聯企業的董事，這些任命通常將不視為主要承諾。



- 4.5 To review and make recommendations to the Board on the succession plans for directors, in particular the appointment, reappointment and/or replacement of the Chairman, the Chief Executive Officer and key management personnel. App 14-  
B.3.1 (d)  
審閱關於董事的繼任計劃，尤其是主席、首席執行官及主要管理人員的委任、重新委任及／或替換，並向董事會提出建議。
- 4.6 To determine, on an annual basis, and as and when circumstances require, if a Director is independent bearing in mind the circumstances set forth in Provision 2.1 of the Code, factors as contained in Sections 4.3 and 4.4 of the Nominating Committee Guide: Corporate Governance Guides for Boards in Singapore issued by the Singapore Institute of Directors as well as other salient factors. If the NC determines that a Director, who has one or more of the relationships mentioned therein can be considered independent, the Company should disclose in full, the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent. Conversely, the NC has the discretion to determine that a Director is non-independent even if the said Director does not fall under the circumstances set forth in Provision 2.1 of the Code.  
根據守則條文第2.1和4.4條列出的情況，新加坡董事學會發佈的新加坡董事會提名委員會指南第4.3和4.4條：公司治理指南列出的因素以及其他顯著因素，每年及於情況需要時確定董事的獨立性。如果提名委員會確定某位董事儘管存在所述的一種或多種關係但被認為是獨立的，公司應完全披露該董事的關係性質並負責解釋認定該董事為獨立的原因。相反地，委員會可以確定一位董事為非獨立，儘管該董事不存在守則條文第2.1和4.4條所列的情況。
- 4.7 To make recommendations on the re-appointment to the Board for the continuation (or not) in services of any Director who has reached the age of seventy (70) years.  
向董事會作出有關任何年屆七十歲的董事續任（與否）的建議。
- 4.8 To recommend Directors who are retiring by rotation to be put forward for re-election.  
作出關於董事輪流退任後推舉重選的建議。
- 4.9 To conduct a rigorous review and determine whether an Independent Director who has served the Board for a period of nine years since his date of appointment, can still remain independent. App 14-  
B.2.3 (c)  
進行嚴格的審閱和確定獨立董事並且其已自委任日期起擔任董事九年的期間，是否仍然可視為獨立。

4.10 The NC of the Board should carefully consider the length of term each member should serve, bearing in mind that rotation introduces new perspectives to the Audit Committee (“AC”) processes and allows greater number of Board members to gain a better understanding of the functions of the AC. The NC is recommended to stagger such rotations to ensure continuity of the AC’s work and orderly transfer of accumulated knowledge (Section 1.8 of the Audit Committee Guide: Corporate Governance Guides for Boards in Singapore issued by the Singapore Institute of Directors) under AC Composition.

委員會應仔細考慮每位成員任職期，同時牢記引入審計委員會（「審委會」）新觀點的過程並允許更多的董事會成員能更好的了解審計委員會的職能。委員會建議改變此輪換以確保根據審計委員會組成審計委員會的工作能持續性及有秩序地交接知識（新加坡董事學會發佈的新加坡董事會審計委員會指南第1.8條：公司治理指南）。

4.11 The NC shall recommend to the Board internal guidelines to address the competing time commitments faced by Directors who serve on multiple Boards.

提名委員會應就董事兼任其它多家公司的董事職務所面對的時間限制問題，向董事會作出內部指導方針的建議。

4.12 To be responsible for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual Director to the effectiveness of the Board. This assessment process shall be disclosed annually.

負責評估董事會整體的效益及每位董事對董事會效益的貢獻。每年將披露此評估。

The NC shall recommend for the Board’s approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board. The performance criteria should not be changed from year to year and may not be changed subsequently without the Board’s approval.

委員會應建議董事會批准客觀績效標準及程序，以評估董事會的整體及各董事會委員會的獨立有效性，以及主席以及各個人董事對董事會的貢獻。績效標準不應年復一年的改變，且未經董事會批准時其後亦不得改變。

The Chairman of the NC should act on the results of the performance evaluation and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors, in consultation with the NC.

委員會主席應同委員會磋商，對表現評估的結果採取行動，在適當的時候，向董事會建議委任新的成員或和董事解聘。

The NC in its recommendation to the Board for the re-election of retiring Directors and on the re-appointment of Directors, should consider the Director’s performance, commitment and his ability to continue contributing to the Board.

委員會向董事會建議重選退任的董事和重新委任董事，應考慮董事績效、承諾及其對董事會作出持續貢獻的能力。

4.13 To review training and professional development programs for the Board.

審閱給與董事會的培訓和專業發展課程。

4.14 to review the diversity policy of the Board, as appropriate, to review the measurable objectives that the Board has set for implementing the diversity policy of the Board and the progress of achieving the objectives, and to make disclosure of its review results in the corporate governance report annually. App 14-B.1.3

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董事會成員多元化政策而制定的可計量目標和達標進度，以及每年在《企業管治報告》內披露檢討結果。

4.15 To assess the independence of independent non-executive directors.

評核獨立非執行董事的獨立性。

App 14-  
B.3.1 (c)

## 5. REMUNERATION

### 薪酬

Having regard to the functions performed by members of the NC in addition to their function as Directors in relation to the activities of the NC and pursuant to the specific power conferred upon the Board by the Constitution of the Company, members of the NC may be paid such special remuneration in respect of their appointment and in such manner as shall be fixed by the Board.

考慮到提名委員會的成員身兼公司董事和提名委員會職務，根據公司章程賦予董事會的特別權利，董事會可根據提名委員會成員的職務決定給予特別薪酬。

## 6. DISCLOSURE IN ANNUAL REPORT

### 年報的披露

6.1 The annual report should set out the names of the NC and the key terms of reference of the NC, explaining its roles and authority delegated to it by the Board.

應在年報中披露委員會的名稱和委員會主要的職權範圍，解釋董事會所委派委員會的職務和權力。

6.2 The number of NC meetings held during the financial year and the attendance thereof should be disclosed in annual report. App 14-E(c)

在年報中披露該財政年度中所召開的委員會會議和出席的次數。

6.3 The description of search and nomination process for selection, appointment/election and re-appointment/re-election of Directors, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates, should be disclosed in the annual report.

應在年報中披露搜索和甄選、提名任命／選舉和重新委任／重選董事的過程的描述，包括用於物色及評估潛在新董事的標準以及用於尋找合適候選人的渠道。

- 6.4 Key information regarding Directors, such as academic and professional qualifications, shareholdings in the company and its related corporations, Board Committees served on (as a member or chairman), date of first appointment as a Director, date of last re-appointment/re-election as a Director, Directorships or chairmanships both present and those held over the preceding three years in other listed companies and other principal commitments should be disclosed in annual report. Where a Director holds a significant number of such directorships and commitments, to disclose the Committee's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.

應在年報中披露有關董事的主要信息，例如學歷和專業資格，於公司及其關聯企業的股權，所擔任的董事會（擔任成員或主席），首次擔任董事的日期，最後重新委任／重選為董事的日期，在過去三年裡在其他上市公司和其他主要承諾擔任董事或主席的職務。倘董事擔任多個董事職位及擁有多項承諾，向委員會及董事會披露關於該董事能否認真履行其職責的合理評估。

Other disclosures includes the list of Directors who are executive, non-executive or considered by the NC as independent as well as the names of the Directors submitted for appointment/election or re-appointment/re-election to be accompanied by such details and information to enable shareholders to make informed decisions.

其他披露包括執行，非執行或被委員會視為獨立董事的董事清單以及提呈委任／選舉或重新委任／重選為董事的名稱並附有相關的詳情和信息以便股東能做出明智的決定。

Other information including any relationship including immediate family relationships between the candidate and the Directors, the company or its shareholders, a spate list of current Directorships in other listed companies; and details of other principal commitments.

其他信息包括任何關係包括人選與董事之間，公司或其股東的親屬關係，目前在其他上市公司擔任董事職務的清單，和其他主要承諾的詳情。

- 6.5 The annual report should contain the full nature of the relationship as well as views or explanation on why the Director is considered Independent or non-independent despite the existence of one or more relationships mentioned in paragraph above or without.

年報應包含該董事被視為獨立或非獨立的關係的全部性質以及意見或解釋，儘管沒有或出現以上條文所提出的一個或多個的關係。

- 6.6 The process of assessment of the Board, Board Committees and each Director carried out in assessing the effectiveness of the Board as a whole as well as the contribution by each individual Director to the effectiveness of the Board should be disclosed in the annual report. If an external facilitator has been used, its identity and connection, if any, with the Company or any of the Directors should be disclosed.

應在年報中披露董事會，董事會委員會和各個董事做出評估董事會整體的效能以及各個董事貢獻給董事會整體的效能的評估過程。如聘請外部協調員，其身份和與本公司或任何董事的聯繫（如有）應披露在年報中。

- 6.7 The induction, training and development provided to new and existing Directors are disclosed in the annual report.  
在年報中披露向新董事和現任董事提供的入職培訓、培訓及發展。

## 7. REPORTING PROCEDURES

### 報告程序

- 7.1 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).  
委員會應向董事會匯報其決定或建議，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）。 App 14-  
C. 4.2

## 8. GENERAL

### 通則

- 8.1 The NC in carrying out its tasks under these terms of reference may obtain at the Company's expense such external or other independent professional advice as it considers necessary to carry out its duties and other factors, inter alia, connection between the external facilitator and the company or any of its Director, if any.  
委員會在根據此職權範圍所執行的職務可作為公司的費用取得外部或其他獨立專業意見，因為其認為必要執行它的職責和其他因素，除其他事項外，外部協調員和公司或其任何一位董事之間的聯繫，如有。 App 14- B.3.3
- 8.2 The Board will ensure that the NC has access to internal and external professional advice in order for it to perform its duties.  
董事會應確保委員會可獲得內外部專業意見以執行其職責。
- 8.3 Any member of the NC may initiate amendments to its Terms of Reference when the need arises due to changes in the relevant rules or when there are changes in the Company's structure, organisation and/or operations which affect the matters set out in the Terms of Reference.  
鑑於相關條規的變更或當公司架構，組織及／或營運的變更致使需對職權範圍的事項作出變更，委員會的任何成員可發起相應的修訂。
- 8.4 Amendments to the Terms of Reference shall be submitted to the NC for consideration and tabled at a Board meeting for approval.  
對職權範圍作出的修訂應當提呈給委員會供其審閱並提呈給董事會批准。

Approved and adopted by the Nominating Committee on: 24 February 2023  
提名委員會於2023年2月24日批准採納

Noted by the Board of Directors on: 24 February 2023  
董事會於2023年2月24日知悉

\* For identification purpose only  
僅供識別



**SIIC ENVIRONMENT HOLDINGS LTD.****上海實業環境控股有限公司\****(Incorporated in the Republic of Singapore with limited liability)*

(在新加坡共和國註冊成立的有限公司)

(the “Company”)

(簡稱「公司」)

**CONFIRMATION OF INDEPENDENCE****獨立性確認函**

I confirm the following:–

本人確認下列屬實：

- a) That I #am/am not an executive Director of the Company or any of its related corporations<sup>1</sup> and #have/have not been employed by the Company or any of its related corporations<sup>1</sup> for the current or any of the past three financial years.  
本人#是／不是公司或其關聯企業<sup>1</sup>的執行董事，並且在現年或過去三個財年內#曾／未曾受僱於公司或其關聯企業<sup>1</sup>。
- b) That I #have/do not have an immediate family<sup>2</sup> member who is, or has been in the immediate past three financial years, employed by the Company or any of its related corporations<sup>1</sup> and whose remuneration is determined by the Company’s Remuneration Committee.  
本人#有／沒有直系親屬<sup>2</sup>現任或在過去三個財年內受僱於公司或其關聯企業<sup>1</sup>且其薪酬由公司的薪酬委員會決定。
- c) That I (including my immediate family<sup>2</sup> member) #have/have not provided to or received from the Company or any of its related corporations<sup>1</sup> any significant payments or material services (which may include auditing, banking, consulting and legal services), for the current or immediate past financial year other than compensation for Board services. As a guide, payments aggregated over any financial year over in excess of S\$50,000 should generally be deemed significant.  
本人(包括本人的直系親屬<sup>2</sup>) 在現年或剛過去的財年內，除董事費以外，#曾／未曾向公司或其關聯企業<sup>1</sup>提供或從公司或其關聯企業<sup>1</sup>接獲任何重大付款或重要服務(可能包括審計、銀行、諮詢和法律服務)。作為一個指南，付款在任何財政年度內合計超過50,000新元一般應被視為顯著的數額。



- d) That I (including my immediate family<sup>2</sup> member) in the current or immediate past financial year #am/am not #a substantial shareholder<sup>3</sup> of #or a partner in (with 5% or more stake) #or an executive officer of, or a Director of any of, any organisation to which the Company or any of its subsidiaries made, #or from which the Company or any of its subsidiaries received, significant payments or materials (which may include auditing, banking, consulting, and legal services), in the current or immediate past financial year. As a guide, payments<sup>4</sup> aggregated over any financial year in excess of S\$200,000 should be deemed significant.  
 本人(包括本人的直系親屬<sup>2</sup>) 在現年或剛過去的財政年度#是／不是任何企業於公司或任何其子公司支付，#或從公司或任何其子公司接獲，重大的付款或重要服務(這可包括審計，銀行，諮詢，和法律服務)的#主要股東<sup>3</sup>或#一位合夥人(擁有5%或以上的股權)#或執行人員，或董事。作為一個指南，付款<sup>4</sup>在任何財政年度內合計超過20萬新元應被視為顯著的數額。
- e) That I #do/do not have a relationship with the Company, its related corporations<sup>1</sup> or its officers that could interfere or be reasonably perceived to interfere, with my exercise of independent business judgment with a view to the best interests of the Company and in carrying out my functions as an independent Director and as a member of any Board Committee(s).  
 本人與公司、其關聯企業<sup>1</sup>或其高級執行人員#存在／不存在任何可能干涉，或在合理預想中可能干涉，本人行使最有益於公司的獨立商業決定及本人執行獨立董事以及身為任何董事會委員會成員的職責的關係。
- f) That I (including my immediate family<sup>2</sup> member) #am or am not a substantial shareholder<sup>3</sup> of the company.  
 本人(包括本人的直系親屬<sup>2</sup>) #是／不是公司的主要股東<sup>3</sup>。
- g) That I #am or am not or #have or have not been directly associated<sup>5</sup> with a substantial shareholder<sup>3</sup> of the company, in the current or immediate past financial year.  
 本人在現年或過去的財政年度#是／不是或#曾／未曾與公司的主要股東<sup>3</sup>有直接關聯<sup>5</sup>。

h)<sup>#</sup> That I <sup>#</sup>have or have not been a director on the Board for an aggregate period of more than nine years (whether before or after listing) from the date of my first appointment, \_\_\_\_\_.

本人自第一次任命之日\_\_\_\_\_起，<sup>#</sup>已／尚未任命為董事合共超過9年（無論上市前或後）。

If any of the relationships stated above exist, please provide details:  
若任何上述關係存在，請提供具體詳情：

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In view of the foregoing, I am to be considered independent/not independent<sup>#</sup> of the Company's Management as contemplated by the Code of Corporate Governance.  
鑑於上面所述，公司管理層將根據企業管治守則視本人為獨立／非獨立<sup>#</sup>董事。

\_\_\_\_\_  
Name:  
姓名：

Date:  
日期：

\* *For identification purpose only*  
僅供識別

<sup>#</sup> *delete where inapplicable*  
請刪除不適用部分

*Note:*

備註：

The term “related corporation”, in relation to the company shall have the same meaning as currently defined in the Companies Act 1967 of Singapore, i.e. corporation that is the company’s holding company, subsidiary, or fellow subsidiary.

有關公司的「關聯企業」的詞彙，將與新加坡1967年公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，或同集團子公司。

The term “immediate family” shall have the same meaning as currently defined in the Singapore Exchange Securities Trading Limited Listing Manual, i.e. the person’s spouse, child, adopted child, step-child, brother, sister and parent.

有關「直系親屬」的詞彙將與新加坡證券交易所有限公司上市手冊中所註釋的擁有相同的意思，即該人的配偶，子女，領養子女，繼子女，兄弟，姐妹和父母。

The term “substantial shareholder” shall refer to a person who is a shareholder who has an interest or interests in one or more voting shares (excluding treasury shares) in the company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all voting shares (excluding treasury shares) in the company, in line with the definition set out in section 2 of the Securities and Futures Act 2001 of Singapore.

有關「主要股東」的詞彙是指該人為於一家公司的一股或以上有表決權的股份（不包括庫存股）中擁有權益，且該股份或該等股份所附總投票權不少於該公司所有有表決權股份（不包括庫存股）所附總投票權的5%的股東，乃根據新加坡2001年證券和期貨法第2節中的定義。

Payments for transactions involving standard services with published rates or routine and retail transactions and relationship (for instance credit card or bank or brokerage or mortgage or insurance accounts or transactions) will not be taken into account, unless special or favourable treatment is accorded.

支付有關門市價格的正常或常規服務和零售交易和關係（例如信用卡或銀行或經紀或抵押或保險帳戶或交易）的款項將不被考慮在內，除非是給於特別或優惠的待遇。

A Director will be considered “directly associated” to a substantial shareholder when the director is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the substantial shareholder in relation with the corporate affairs of the corporation. A Director will not be considered “directly associated” with a substantial shareholder by reason only of his or her appointment having been proposed by that substantial shareholder.

董事將被視為與主要股東「直接關聯」當該董事是慣於或有義務，無論是正式或非正式，在按照主要股東的指示，指令或意願有關公司的企業事務行事。該董事將不被視為與主要股東「直接關聯」的原因只有他或她的任命是由該主要股東所提議的。

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(the “Company”)

(簡稱「公司」)

**CONFIRMATION OF INDEPENDENCE****獨立性確認函**

I confirm the following:–

本人確認下列屬實：

- a) That I #do/do not hold more than 1% of the number of issued shares of the Company.  
本人現在#有／沒有持有佔公司已發行股份數目超過1%。
- b) That I #have/have not received any interest in any securities of the Company as a gift, or by means of other financial assistance, from the Company or a core connected person<sup>1</sup> of the Company.  
本人#有／沒有從公司或其核心關連人士<sup>1</sup>以饋贈形式或其它財務資助方式取得公司的任何證券權益。
- c) That I #am/am not a director, partner or principal of a professional adviser which currently provides or has within two years immediately prior to the date of my appointment provided services, and I am not an employee of such professional adviser who is or has been involved in providing such services during the same period to:  
本人#是／不是目前向下述公司／人士提供或曾於本人被委任為公司獨立非執行董事之日的前兩年內向下述各方提供服務之專業顧問的董事、合夥人或主事人，且本人也不是該專業顧問目前有份參與或在相同期間內有份參與向下述公司／人士提供有關服務的僱員：
- (i) the Company, its holding company or any of their respective subsidiaries or core connected persons; or  
公司、其控股公司或彼等各自的任何附屬公司或核心關連人士；或
- (ii) any person who was a controlling shareholder<sup>1</sup>, or any person who was the chief executive or a Director (other than an independent non-executive Director) of the Company within two years immediately prior to the date of my appointment, or any of their respective close associates.  
在本人被委任為公司獨立非執行董事之日前兩年內，任何曾是公司的控股股東<sup>1</sup>、或曾擔任過公司的最高行政人員或董事（獨立非執行董事除外）的人士或其任何緊密聯繫人。

- d) That I #do/do not and #did/did not within one year immediately prior to the date of my appointment have a material interest in any principal business activity of, and I am not involved in any material business dealings with, the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company.  
本人#有／沒有或於本人被委任為獨立非執行董事日期之前的一年內#有／沒有在公司、其控股公司或彼等各自的附屬公司的任何主要業務活動中擁有任何重大利益，也沒有涉及與公司、其控股公司或彼等各自的附屬公司之間或與公司任何核心關連人士之間的重大商業交易。
- e) That I #am/am not on the board of Directors of the Company specially to protect the interests of an entity whose interests are not the same as those of the shareholders of the Company as a whole.  
本人出任公司董事會成員的目的，#是／不是在於保障某個擁有有別於公司股東整體利益的實體的利益。
- f) That I #am/am not and #was/was not within two years immediately prior to the date of my appointment connected with a Director, the chief executive<sup>1</sup> or a substantial shareholder<sup>1</sup> of the Company.  
本人目前#有／沒有或於本人被委任為公司獨立非執行董事之日前兩年內#有／沒有與公司的董事、最高行政人員<sup>1</sup>或主要股東<sup>1</sup>有關連。
- g) That I #am/am not and have not at any time during the two years immediately prior to the date of my appointment been, an executive or Director (other than an independent non-executive Director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company.  
本人目前#是／不是或於本人被委任為公司獨立非執行董事之日前兩年內#是／不是公司、其控股公司或彼等各自的附屬公司或公司任何核心關連人士的行政人員或董事（獨立非執行董事除外）。
- h) That I #am/am not financially dependent on the Company, its holding company or any of their respective subsidiaries or any core connected persons of the Company.  
本人在財務上#有／沒有依賴公司、其控股公司或彼等各自的附屬公司或公司的核心關連人士。

- i) That I <sup>#</sup>do/do not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company.

本人過往或現在在公司及其各自之附屬公司的業務上<sup>#</sup>有／沒有任何財務或其它權益，或過往或現在與公司之核心關連人士沒有任何關連。

If any of the relationships stated above exist, please provide details:

若任何上述關係存在，請提供具體詳情：

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In view of the foregoing, I am to be considered independent/not independent<sup>#</sup> of the Company's Management as contemplated by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

鑑於上面所述，公司管理層將根據香港聯合交易所有限公司證券上市規則視本人為獨立／非獨立<sup>#</sup>董事。

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Name:

姓名：

Date:

日期：

\* *For identification purpose only*  
僅供識別

# *delete where inapplicable*  
請刪除不適用部分

<sup>1</sup> The terms shall have the meanings ascribed thereto in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.  
該等詞語將具有香港聯合交易所有限公司證券上市規則所賦予之涵義。