

(Effective as from 23 June 2025)
(自 2025 年 6 月 23 日起生效)

CHINA SCE GROUP HOLDINGS LIMITED

中駿集團控股有限公司

**Terms of reference of
the Nomination Committee of the Board of Directors
董事會提名委員會職權範圍**

CHINA SCE GROUP HOLDINGS LIMITED

中駿集團控股有限公司

(the “Company” and “本公司”)

Terms of reference of the Nomination Committee (the “Committee”)
of the Board of Directors (the “Board”) of the Company
董事會(“董事會”) 提名委員會(“委員會”)
職權範圍

(中文本為翻譯稿，僅供參考用)

1. **Constitution**

組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 6 January 2010.

本委員會是按董事會於2010年1月6日會議通過成立的。

2. **Members**

成員

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors and at least one of whom shall be a Director of a different gender.

委員會成員由董事會從本公司董事(“**董事**”)中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事，並至少有一名不同性別之董事。

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.

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。

2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, the Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

本公司的公司秘書為委員會的秘書。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為該次會議的秘書。

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.

3. **Proceedings of the Committee**

3.1 ***Notice:***

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. 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.

(b) A meeting of the Committee may be convened by the secretary on request of any Committee member or by Committee member. The secretary shall convene a meeting of the Committee whenever he shall be required so to do by any Committee member. Notice of a meeting of the Committee shall be deemed to be duly given to a Committee member if it is given to such member in writing or verbally (including in person or by telephone), or by electronic means to an electronic address from time to time notified to the Company by such member, or (if the recipient consents to it being made available on a website) by making it available on a website, or in such other manner as the Committee members may from time to time determine.

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。

委員會會議程序

會議通知：

(a) 除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將被視為其放棄收到足期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，以會議沒有得到正確地召開為理由，反對會議處理任何事項。

(b) 委員會會議可應任何委員會成員要求由秘書召開或由任何委員會成員召開。秘書須於任何委員會成員要求其召開委員會會議時召開委員會會議。秘書應將委員會會議通知以書面或口頭（包括親身或通過電話）向委員會成員發出，或以電子方式傳送至由有關成員不時通知本公司的電子地址，或（倘接收者同意於網站查閱）於網站刊登，或按委員會成員不時決定的其他方式發出，如此委員會會議通知即被視為正式送達予該委員會成員。

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (d) Notice of meeting shall state the purpose, time and place of the meeting. 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).
- 3.2 **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.
- 3.3 **Frequency:** Meetings shall be held at least once a year to review, formulate and consider the procedures of the Company as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.
- 3.4 **Meeting means:** Committee members may participate in any meeting of the Committee by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
4. **Written resolutions**
- 4.1 Written resolutions may be passed by all Committee members in writing.
- (c) 口頭方式作出的會議通知應儘快(及在會議召開前)以書面方式確實。
- (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一般在預期召開委員會會議前七天(無論如何不少於三天)(或其他經所有委員同意的其他時段)送達各成員參閱。
- 法定人數：**會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。
- 開會次數：**每年最少開會一次，以檢討、釐定及考慮本公司就董事委任、重新委任及罷免的程序及前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。
- 開會方式：**委員會成員可藉電話會議、電子方式或所有參與會議人士能夠同時及即時彼此互通訊息的其他通訊設備參與任何委員會會議，就計算法定人數而言，以上述方式參與應構成出席會議，猶如該等參與人親身出席。
- 書面決議**
- 全體委員會成員可通過書面決議方式通過決議。

5. Alternate Committee members

- 5.1 A Committee member may not appoint any alternate.

6. Authority of the Committee

- 6.1 The Committee may exercise the following powers:

- (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;
- (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;
- (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 as it deems 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;
- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board on any changes it considers necessary; and

候補委員

委員會成員不能委任候補委員。

委員會的權力

委員會可以行使以下權力：

- (a) 要求本公司及其任何附屬公司(統稱“**本集團**”)的任何僱員及專業顧問，提供委員會為執行其職責而需要的任何資料，並制備及提交報告、出席委員會會議及提供所需資料及解答委員會提出之問題；
- (b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；
- (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為適當的搜索(包括但不限於訴訟、破產及信譽查冊)、報告、調查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) 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為須要的修訂建議；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.

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

7. Duties of the Committee

7.1 The duties of the Committee shall be:

(a) to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(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;

(c) to assess the independence of the independent non-executive Directors;

(d) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive;

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

(i) succession planning of Directors;

(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，行使其認為有需要及合適的權力。

本公司提供充足資源予委員會以履行其職責。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。

委員會的職責

委員會的職責應為：

(a) 至少每年檢討董事會的架構、規模及組成(包括技能、知識、經驗及多元化方面)，協助董事會維持董事會技能矩陣並就任何為配合本公司策略而擬對董事會作出的變動提出建議；

(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) 評核獨立非執行董事的獨立性；

(d) 就董事委任或重新委任及董事繼任計劃(尤其是主席及行政總裁)向董事會提呈建議；

(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) 董事繼任計劃；

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| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over its peers;</p> | <p>(ii) 本集團為保持或加強本集團的競爭優勢所需要的領導才能；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市場環境的轉變及本集團營運市場的商業需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board; and</p> | <p>(iv) 董事會成員所須具備的技能及專才；及</p> |
| <p>(v) the relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) with regard to directors of a listed issuer;</p> | <p>(v) 聯交所證券上市規則（「上市規則」）對上市發行人的董事的相關要求；</p> |
| <p>(f) to review the policy on Board diversity (the “Board Diversity Policy”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives;</p> | <p>(f) 檢討董事會多元化政策（「董事會多元化政策」）及董事會不時地為董事會多元化政策而制定的可計量目標和達標程度；</p> |
| <p>(g) to support the Company’s regular evaluation of the Board’s performance;</p> | <p>(g) 協助本公司定期評估董事會的表現；</p> |
| <p>(h) to assess each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his/her responsibilities effectively;</p> | <p>(h) 評估每位董事投入董事會的時間和貢獻及董事有效履行其職責的能力；</p> |
| <p>(i) to ensure that on appointment to the Board, each Director receives a formal letter of appointment setting out the key terms and conditions of the appointment and what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;</p> | <p>(j) 確保每位被委任的董事於被委任時均取得正式委任函件，當中須訂明委任的主要條款和條件，以及對其等之要求，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；</p> |

- (k) to conduct exit interviews with any Director upon his/her resignation in order to ascertain the reasons for his/her departure; and
- (l) to consider other matters, as defined or assigned by the Board from time to time.

- (k) 會見辭去本公司董事職責的董事並瞭解其離職原因；及
- (l) 考慮及執行董事會不時委派的其他事項。

8. **Minutes and records**

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 must abstain from voting on any resolution of the Committee in which he/she or any of his/her associates has a material interest.

會議紀錄

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，並須就他/她或其任何聯繫人有重大利益的委員會決議案放棄投票。

8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes of the Committee to all members of the Board.

委員會的完整會議紀錄應由正式委任的會議秘書（通常為公司秘書）保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間（一般指委員會會議結束後的十四天內）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.

委員會秘書應就本公司財政年度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。

9. Annual general meeting

- 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 relevant questions at the annual general meeting on the Committee's activities and their responsibilities.

10. Continuing application of the articles of association of the Company

- 10.1 The articles of association 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.

11. Powers of the Board

- 11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 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 resolutions passed by the Committee provided that no amendments, supplements or revocations to or of these terms of reference or the resolutions passed by the Committee shall invalidate any prior acts or resolutions of the Committee which would have been valid if such terms of reference or resolutions had not been amended, supplemented or revoked.

股東週年大會

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)應出席股東週年大會，並就委員會的活動及其職責在股東週年大會上回應相關問題。

本公司組織章程細則的持續應用

在本公司組織章程細則中規範董事會會議程序的規定適用且未被本職權範圍條款取代的前提下，應同樣適用於委員會的會議程序。

董事會的權力

董事會在符合本公司章程及上市規則(包括上市規則之附錄 C1 所載《企業管治守則》或本公司自行制定的企業管治常規守則(如被本公司採用))的前提下，可修訂、補充及廢除本職權範圍及委員會通過的任何決議。但該等修訂、補充或廢除，均不會影響委員會已經採取的行動及已經通過的決議的有效性。

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 the website of The Stock Exchange of Hong Kong Limited.

委員會應在本公司的網站及香港聯合交易所有限公司的網站公開其職權範圍，解釋其角色及董事會授予其的權力。

Adopted on 23 June 2025

於 2025 年 6 月 23 日採納