

(adopted and effective on 27 March 2012)



KARL THOMSON HOLDINGS LIMITED

高信集團控股有限公司

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立的有限公司)

(Stock Code: 007)

(股票編號: 007)

NOMINATION COMMITTEE – TERMS OF REFERENCE

提名委員會職權範圍

Constitution

組成

1. The Nomination Committee (the “Committee”) is established pursuant to a resolution passed by the board of directors (the “Board”) of Karl Thomson Holdings Limited (the “Company”) in the meeting held on 27 March 2012.

提名委員會（“委員會”）是按高信集團控股有限公司（“公司”）之董事會（“董事會”）於2012年3月27日會議通過成立的。

Membership

成員

2. The Committee members (the “Member(s)”) shall be appointed by the Board and shall comprise of not less than three members. A majority of the Members should be independent non-executive directors (the “INED”).

委員會成員（“成員”）須由董事會委任，而委員會須由不少於三位成員組成，當中大多數成員須為獨立非執行董事。

3. The Chairman of the Committee shall be the Chairman of the Board.

委員會的主席由董事會主席擔任。

Secretary

秘書

4. The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).

公司秘書應為委員會的秘書（“秘書”）。

5. Notwithstanding any other provisions in the terms of reference, the Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of

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the Committee.

儘管其他條款另有規定，委員會可不時委任其他具有合適資格和經驗的人士擔任委員會秘書。

Frequency and proceeding of Meetings

會議程序及次數

6. Meetings shall be held not less than once a year. Additional meeting should be held as the work of the Committee demands.
每年須召開不少於一次會議。額外的會議應按委員會的要求而召開。
7. The quorum for a meeting shall be two members. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.
會議的法定人數為兩位成員。如票數均等，委員會的主席有權投第二票或決定票。
8. Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least seven days' notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the members. A member who attends such a meeting shall deem to agree to the shorter notice.
除非委員會全體會員同意，否則委員會的會議通知期，不應少於 7 天。但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。
9. Meetings could be held in person, by telephone or by video conference.
會議可以親身出席、電話或視像會議形式召開。
10. Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.
委員會會議的決議須由出席會議過半數的成員通過。
11. A resolution in writing signed by all Members of the Audit Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
一份由委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的委員會會議通過一樣。

Attendance at Meetings

出席會議

12. As necessary or desirable, the Chairman may request the Chairman and / or other member of the Board, members of management be present at meetings of the Committee.
按需要或理想地，主席可要求主席及/或其他董事會成員和管理層出席會議。

(adopted and effective on 27 March 2012)

Authority

權力

13. The Committee has the authority delegated to it from the Board to deal with matters set out under the section “Duties” below and within these terms of reference.
委員會已獲董事會授權處理下述“職責”範圍及本職權範圍內的任何事宜。
14. The Committee should have access to professional advice if considered necessary¹.
如有需要委員會可尋求專業意見。
15. The Committee is to be provided with sufficient resources to discharge its duties.
委員會可獲供給充足的資源以適合地履行其職責及職能。

Duties

職責

16. The duties of the Committee shall include:
委員會的職責應包括：
 - (a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy.
定期檢討董事會的架構、人數及組成(包括技術、知識及經驗方面) 及就改動向董事會提出建議，以協助公司整體策略。
 - (b) To identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise.
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為新增董事或於需要時填補董事會中的空缺。
 - (c) To make recommendations to the Board on matters relating to the appointment or re-appointment of directors and succession plan for directors, in particular the Chairman and the Chief Executive Officer.
就董事委任或重新委任以及董事（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。
 - (d) To assess the independence of independent non-executive directors.

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

(adopted and effective on 27 March 2012)

評核獨立非執行董事的獨立性。

- (e) If an INED is to be elected, to provide an explanation to shareholders of the Company why the Board believes he should be elected and why the Board considers him to be independent.

若挑選了一位獨立非執行董事，需向公司股東解釋董事會相信該獨立非執行董事能勝任及獨立的原因。

- (f) To establish a formal and transparent nomination policy and procedure.

建立一個正式並具透明度的提名政策及程序。

- (g) To address and deal with such other matters as may be delegated by the Board to the Committee.

完成董事會委派予委員會的其他工作事項。

Reporting Procedures

匯報程序

18. Full minutes of Committee meetings shall be kept by the Secretary.

秘書需把委員會會議紀錄發送予董事會。

19. Draft and final versions of minutes of Committee meetings shall be sent to all Members for their comments and records respectively.

初稿及最後定稿之委員會會議紀錄需發送予所有成員（初稿供成員表達意見，最後定稿作其紀錄之用）。

Continuing application of the articles of association of the Company

公司組織章程之持續適用

20. The articles of association of the Company regulating the meeting and proceedings of the Directors so far as they are not replaced by the provisions in this 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。

Miscellaneous

其他

21. The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.

若此職權範圍的中文與英文版本不一致，一切以英文版本為準。