



信達國際控股有限公司

CINDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 111)(股份代號 : 111)

Terms of Reference for Nomination Committee

提名委員會職權範圍

Functions and Objectives 職能及宗旨

The Nomination Committee (the “Committee”) is appointed by the board of directors (the “Board”) of Cinda International Holdings Limited (the “Company”). The Committee shall, having regard to the candidates’ qualification and competence, make recommendations to the Board on appointment of the directors and managing director, so as to ensure that all nominations are fair and transparent.

提名委員會(「委員會」)是由信達國際控股有限公司(「本公司」)董事會(「董事會」)委任。委員會旨在向董事會就董事及董事總經理一職的任命提出建議，評估候選人的資格和能力，以確保所有提名均屬公正和具透明度。

Composition 成員

The Committee must be formed by a majority of independent non-executive directors. The chairman of the Committee shall be the chairman of the Board or an independent non-executive director designated by the Board.

委員會須由以獨立非執行董事佔大多數而組成。委員會主席須由董事會主席或獨立非執行董事出任，並由董事會委任。

Proceedings of Meetings 會議程序

The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demand. The meetings and proceedings of the Committee are governed by the provisions of the Bye-laws of the Company for regulating the meetings and proceedings of the Board as far as the same are applicable and are not superseded by the regulations imposed by the Board. A quorum for meeting of the Committee shall be

majority members present in person. Members participating the meeting by electronic means would be deemed as present in the meeting.

委員會每年須召開會議至少一次；若因工作需要，委員會應召開額外會議。當委員會成員認為需要時，可要求召開會議。委員會之會議及程序須受本公司章程細則所載的董事會會議及程序規定所監管，惟其所述之條款須適用於委員會及不受董事會制定之規定所取替。委員會會議之法定人數為大多數委員會成員親身出席。成員透過電子媒體參與會議也視作已出席會議論。

Duties and Authorities 職責及權力

The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so. The Committee is authorized by the Board to obtain independent professional advice if it considers necessary.

委員會之權力是由董事會賦予，因此，除非受到法律或監管規定限制，委員會須向董事會彙報其決定或建議。委員會並獲董事會授權，如認為需要時，可諮詢獨立專業意見。

The duties of the Committee are as follows 委員會之職責如下：

1. review the structure, size and composition of the Board at least annually and make recommendations to the Board regarding any proposed changes;
至少每年檢討董事會的架構、人數及組成，並就任何擬作出的變動向董事會提出建議；
2. identify suitable individuals qualified to become Board members and make recommendations to the Board on suitable candidates to be nominated for directorships;
物色具備合適資格可擔任董事人士，並就被提名出任董事人士向董事會提供建議；
3. assess the independence of independent non-executive directors on its appointment or when their independence is called into question; and
於委任獨立非執行董事時或其獨立性受到質疑時，評核其獨立性；及
4. make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.
就董事委任重新委任，以及董事繼任計劃的有關事宜向董事會提出建議。

Adopted on 28 March 2012

於二零一二年三月二十八日被採納