



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

1. Functions and Objectives 職能及宗旨

The Nomination Committee (the “**Committee**”) is established 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**」）設立。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。

2. Composition 成員

2.1 The Committee must be formed by a majority of independent non-executive directors with at least one member of different gender. 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，其中最少有一名不同性別的成員。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。

2.2 Unless it is agreed otherwise, the company secretary of the Company shall act as the secretary to the Committee.

除另有安排外，本公司公司秘書將出任委員會秘書。

3. Proceedings of Meetings 會議程序

- 3.1 The Committee shall meet at least once annually. Additional meetings may be convened as required.

委員會每年須召開會議至少一次。有需要時可召開額外會議。

- 3.2 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of the Company for regulating the meetings and proceedings of the Board as far as the same are applicable and are not superseded by the regulations imposed by the Board.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 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 duly convened and held. A notification of consent to such resolution given by a member of the Committee in writing by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for this purpose. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of the Committee for this purpose a facsimile signature shall be treated as valid.

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。由所有委員會成員簽署的書面決議，將猶如在妥為召開及舉行的委員會會議上通過的決議般具有同等效力及作用。委員會成員以任何方式（包括電子通訊方式）向委員會發出同意該決議的書面通知，將視為其對該決議的書面簽署。該決議可載於一份文件或形式相同的數份文件，每份經由一名或以上委員會成員簽署，而就此目的而言，委員會成員的傳真簽署將視為有效。

- 3.3 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。

- 3.4 Minutes of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be sent to all members for their comment and records respectively within a reasonable time after the meeting. Such minutes shall be open for Directors' inspection.

委員會秘書應備存委員會會議記錄。會議結束後，應於合理時間內將會議記錄的初稿及最終定稿分別發送全體成員，供成員表達意見及記錄。會議記錄須公開予董事查閱。

4. 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 seek independent professional advice, at the Company's expense, as it considers necessary to carry out its duties by sending request to the company secretary of the Company.

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。委員會獲董事會授權，如認為在執行職務時有需要，可向本公司之公司秘書提出請求以尋求獨立專業意見，費用由本公司支付。

The duties of the Committee are as follows:

委員會之職責如下：

- 4.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations to the Board regarding any proposed changes complement the Company's corporate strategy ;
至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面）、協助董事會編制董事會技能表，並就任何為配合本公司的公司策略而擬作出的變動向董事會提出建議；
- 4.2 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；
- 4.3 assess the independence of independent non-executive directors;
評核獨立非執行董事之獨立性；
- 4.4 make recommendations to the Board on relevant matters relating to 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（尤其是主席及行政總裁）繼任計劃的有關事宜向董事會提出建議；
- 4.5 support the Company's regular evaluation of the Board's performance;
支援本公司定期評估董事會表現；

- 4.6 review the implementation and effectiveness of the “Board Diversity Policy” annually and make recommendations to the Board regarding any proposed changes;
每年檢討董事會成員多元化政策的實施及有效性，並就任何擬作出的變動向董事會提出建議；
- 4.7 review annually the implementation and effectiveness of the Company’s mechanism under which independent views and input are available to the Board; and make recommendations to the Board regarding any proposed changes; and
每年就本公司確保董事會可獲得獨立的觀點和意見的相關機制的實施及有效性作出檢討，並就任何擬作出的變動向董事會提出建議；及
- 4.8 monitor and review the “Director Nomination Policy” from time to time and make recommendations to the Board regarding any proposed changes.
不時監察及檢討董事提名政策，並就任何擬作出的變動向董事會提出建議。

Adopted on 28 March 2012 and last amended on 25 March 2025
於2012年3月28日採納，並於2025年3月25日最後修訂