

E. BON HOLDINGS LIMITED 怡邦行控股有限公司

Nomination Committee 提名委員會

Terms of Reference 職權範圍

Membership 成員

1. The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members.

委員會成員須由董事會委任。委員會最少須由三名成員組成，其中大部分應為獨立非執行董事。委員會的法定人數為兩人。

2. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.

委員會主席須由董事會委任，並且應為獨立非執行董事。

Attendance at meetings 出席會議

The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

委員會秘書為公司秘書。委員會秘書或其未克出席，其代表或任何一位委員會會員將出任委員會會議秘書。

Authority 權力

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員獲指示與委員會合作，滿足其任何要求。

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

本公司應向委員會應獲供給提供充足資源以履行其職責。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。

3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties 職務

The duties of the Committee shall be :

委員會的職務如下：

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to 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），並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；

- (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;

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) assess the independence of independent non-executive directors; and
評核獨立非執行董事的獨立性；及

- (d) make recommendations to the board on 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）繼任計劃向董事會提出建議。

Reporting procedures 彙報程式

The secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

提名委員會秘書或其代表應將委員會的會議記錄及報告向董事會全體成員傳閱。

March 2012

二零一二年三月