

## **E. BON HOLDINGS LIMITED 怡邦行控股有限公司**

### **Nomination Committee 提名委员会**

#### **Terms of Reference 职权范围**

#### ***Membership 成员***

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.

委员会成员须由董事会委任。委员会最少须由三名成员组成，其中大部分应为独立非执行董事。委员会的法定人数为两人。

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

委员会主席须由董事会委任，并且应为独立非执行董事。

#### ***Attendance at meetings 出席会议***

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.

委员会秘书为公司秘书。委员会秘书或其未克出席，其代表或任何一位委员会会员将出任委员会会议秘书。

#### ***Authority 权力***

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.

董事会授权委员会按照其职权范围进行任何调查。委员会有权向任何雇员索取任何所需资料，而所有雇员获指示与委员会合作，满足其任何要求。

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.  
本公司应向委员会应获供给提供充足资源以履行其职责。委员会履行职责时如有需要，应寻求独立专业意见，费用由本公司支付。
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.  
董事会授权委员会向外咨询法律或其他独立的专业意见；如有需要，可邀请具备相关经验及专业知识的外界人士出席会议。

### **Duties 职务**

The duties of the Committee shall be :

委员会的职务如下：

- (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;  
至少每年检讨董事会的架构、人数及组成（包括技能、知识及经验方面），并就任何为配合本公司的企业策略而拟对董事会作出的变动提出建议；
- (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;  
物色具备合适资格可担任董事的人士，并挑选提名有关人士出任董事或就此向董事会提供意见；
- (c) assess the independence of independent non-executive directors; and  
评核独立非执行董事的独立性；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（尤其是主席及行政总裁）继任计划向董事会提出建议。

**Reporting procedures 汇报程式**

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

提名委员会秘书或其代表应将委员会的会议记录及报告向董事会全体成员传阅。

March 2012

二零一二年三月