

Fire Rock Holdings Limited
火岩控股有限公司

董事會提名委員會職權範圍
Terms of reference of the
Nomination Committee of the Board of Directors

Fire Rock Holdings Limited
火岩控股有限公司
(“Company” and 「本公司」)

Terms of reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
本公司董事會(「董事會」)提名委員會(「委員會」)
職權範圍

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 24 January 2016.
- 委員會乃按董事會於2016年1月24日舉行的會議通過決議成立。

2. Membership

成員

- 2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members (with at least one member of a different gender) and a majority of whom shall be independent non-executive directors.
- 委員會成員由董事會從本公司董事中挑選，委員會人數最少三名(至少一名成員為不同性別)，大部份成員須為獨立非執行董事。
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.
- 委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。
- 2.3 The joint company secretary of the Company who is also an employee of the Company shall be the secretary of the Committee.
- 同時為本公司僱員的本公司聯席公司秘書為委員會的秘書。
- 2.4 The appointment of the members and secretary of the Committee may be revoked, or additional members may be appointed to the Committee by resolution passed by the Board.
- 經董事會通過決議，方可撤銷委員會成員及秘書的委任，或委任額外的委員會成員。

3. Proceedings of the Committee

會議程序

3.1 Notice:

會議通知：

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
 - (b) A Committee member may and, on the request of a Committee member, the secretary to the Committee shall, at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine.
 - (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
 - (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.
- (a) 除非委員會全體成員同意，否則委員會的會議通知期，不應少於七天。
 - (b) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開會議通告必須親身以口頭或以書面形式、或以電話、電子郵件、傳真或委員會成員可能不時議定的其他方式發出予各委員會成員不時通知秘書的電話號碼、傳真號碼、地址或电子邮箱地址。
 - (c) 任何口頭會議通知應儘快及在會議召開前以書面方式確實。
 - (d) 會議通告必須說明開會時間、地點、議程及隨附有關文件予各委員會成員參閱。

- 3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee. **法定人數：**委員會會議法定人數為兩名委員會成員。
- 3.3 **Frequency:** Meetings shall be held at least once a year. **開會次數：**每年最少開會一次。
4. **Written resolutions** **書面決議**
- 4.1 Written resolutions may be passed by all Committee members in writing. 委員會成員可以書面方式通過書面決議。
5. **Alternate Committee members** **委任代表**
- 5.1 A Committee member may not appoint any alternate. 委員會成員不能委任任何人士作為其候補。
6. **Authority of the Committee** **委員會的權力**
- 6.1 The Committee may exercise the following powers: 委員會可以行使以下權力：
- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee; (a) 要求本公司及其任何附屬公司（合稱「**本集團**」）的任何僱員及專業顧問，提供委員會為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出的有關問題；
- (b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or reappointment as directors; (b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；

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| <p>(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;</p> | <p>(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)，費用由本公司承擔。如委員會認為有需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有絕對權力進行其認為適當的任何調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募及取得充足資源以履行其職責；</p> |
| <p>(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and</p> | <p>(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討，並向董事會提出其認為需要的修訂建議；及</p> |
| <p>(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.</p> | <p>(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，行使其認為有需要及有益的權力。</p> |

6.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲提供充足資源以履行其職責。

7. Duties

職責

7.1 The duties of the Committee shall be: 委員會負責履行以下職責：

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| (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; | (a) 最少每年檢討董事會的架構、人數、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)、協助董事會編製董事會技能表，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) to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board; | (b) 訂定提名董事的政策，物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益； |
| (c) to assess the independence of the independent non-executive directors; | (c) 評核獨立非執行董事的獨立性； |
| (d) to implement and review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually; | (d) 在適當情況下執行及檢討董事會成員多元化政策，並檢討董事會為執行董事會成員多元化政策而制定的可計量目標及達標進度；以及每年在《企業管治報告》內披露檢討結果； |

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| <p>(e) to 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;</p> | <p>(e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，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；</p> |
| <p>(f) to support and conduct the Company's regular evaluation of the Board's performance in accordance with the requirements under the Listing Rules; and</p> | <p>(f) 依照上市規則的規定支援並進行本公司對董事會表現的定期評估；及</p> |
| <p>(g) to review and assess regularly the time commitment and contribution to the Board by each director as well as the director's ability to discharge his or her responsibilities.</p> | <p>(g) 定期檢討及評估各董事對董事會投入的時間及貢獻，以及董事履行其職責的能力。</p> |

8. Minutes and records

會議紀錄

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| <p>8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.</p> | <p>委員會的完整會議紀錄及所有書面決議應由委員會秘書保存。</p> |
| <p>8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.</p> | <p>委員會秘書應於委員會會議結束後或書面決議通過前的合理時段內，把委員會會議紀錄或書面決議（視乎情況而定）的初稿及最後定稿發送委員會全體成員（初稿供成員表達意見，最後定稿作其紀錄之用）。</p> |

8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

委員會秘書應就本公司各財政年度委員會所有會議紀錄存檔，以及具名記錄每名成員的出席率。

9. Continuing application of the articles of association of the Company

本公司章程的持續適用

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

規範董事會議及議事程序的公司章程，只要適用且未被本職權範圍內的條文取代，均適用於委員會的會議及議事程序。

10. Powers of the Board

董事會權力

10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍及委員會通過的任何決議，可以由董事會在不違反公司章程及香港聯合交易所有限公司證券上市規則的前提下，隨時修訂、補充及廢除，惟有關修訂及廢除並不影響任何在有關行動作出前，委員會已採取的行動及已經通過的決議的有效性。