



SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED

**中盈國金資源控股有限公司**

*(a company incorporated in the Cayman Islands with limited liability)*

(Stock code: 766)

**Policy statement of the board of directors of the Company  
regarding nomination of directors and senior officers**

**本公司董事會有關董事及高級管理人員提名的政策說明**

**Date of formulation and adoption: 26 March 2012**

**制訂及採納日期：2012年3月26日**

**SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**  
**(“Company”)**  
**中盈國金資源控股有限公司**  
**(“本公司”或“公司”)**

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**Policy statement (“Statement”)**  
**of the board (“Board”) of directors of the Company**  
**regarding nomination of directors and senior officers**

**本公司董事會(“董事會”)**

**有關董事及高級管理人員提名的政策說明(“本說明”)**

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**(中文本為翻譯稿，僅供參考用)**

**1. General**

**概要**

1.1 The policy as set out in this Statement is formulated and adopted pursuant to a resolution passed by the Board at its meeting held on 26 March 2012.

本說明所載政策，由董事會於2012年3月26日會議通過決議制訂和採納。

1.2 This Statement sets out the policy formulated by the Board on nomination of directors and senior officers of the Company.

本說明載述了董事會對公司董事及高級管理人員提名的政策。

**2. Policy on nomination matters**

**提名事宜的政策**

2.1 The Board’s policy on nomination matters includes the following:

董事會的提名政策包括以下方面：

(a) to review and assess the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

(a) 就董事的委任或重新委任，考核和評審董事的表現、及獨立非執行董事的獨立性；

(b) to review at least annually its policy on nomination matters and their effectiveness in the discharge of such functions and to make any changes which it considers necessary;

(b) 對提名事宜的政策及其履行的有效性，每年最少作一次檢討，並作出其認為需要的修訂；

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| <p>(c) to review at least annually the structure, size and composition (including the skills, knowledge and experience) of the Board and to consider and (where necessary) make changes to complement the Company's corporate strategy;</p>  | <p>(c) 對董事會的架構、人數及組成(包括技能、知識及經驗), 每年至少作一次檢討, 並為配合本公司策略, 考慮及(如有需要)作出變更;</p> |
| <p>(d) to identify individuals suitably qualified to become members of the Board and select on the selection of individuals nominated for directorships;</p>   | <p>(d) 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;</p>                                |
| <p>(e) to consider and (if necessary) make changes on the following matters:</p>   | <p>(e) 對下列各項給予考慮及(如有需要)作出變更:</p>   |
| <p>(i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;</p>  | <p>(i) 作為董事會成員所應有的角色、責任、能力、技術、知識及經驗;</p>                                   |
| <p>(ii) the policy on the terms of employment of non-executive Directors;</p>  | <p>(ii) 委聘非執行董事的政策;</p>  |
| <p>(iii) in respect of any Director to retire by rotation and to be re-elected by shareholders of the Company, considering their performance and ability to continue to contribute to the Board, thereby making recommendations to the shareholders;</p>   | <p>(iii) 就公司股東將重選的輪流退任董事, 考慮他們的工作表現及對董事會繼續作出貢獻的能力、及對公司股東作出建議;</p>          |
| <p>(iv) the continuation (or otherwise) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;</p> | <p>(iv) 在任多於九年的獨立非執行董事的去留問題, 並就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關決議案贊成與否提供建議;</p> |
| <p>(v) the appointment or re-appointment of Directors; and</p>   | <p>(v) 就董事委任或重新委任董事; 及</p>   |

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| (vi) succession planning for Directors in particular the chairman and the chief executive;   | (vi) 董事繼任計劃(尤其是主席及行政總裁);  |
| (f) to give full consideration to the following:   | (f) 對下列各項給予充份考慮:  |
| (i) succession planning of Directors;  | (i) 董事接替計劃;   |
| (ii) leadership needs of the Company with a view of maintaining or fostering the competitive edge of the Company over others;  | (ii) 本公司為保持或加強本公司的競爭優勢所需要的領導才能;   |
| (iii) changes in market environment and commercial needs of the market in which the Company operates;  | (iii) 市場環境的轉變及本公司營運市場的商業需要;   |
| (iv) the skills and expertise required from members of the Board; and  | (iv) 董事會成員所須具備的技能及專才; 及   |
| (v) the relevant requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“ <b>Listing Rules</b> ”) with regard to directors of a listed issuer;  | (v) 香港聯合交易所證券上市規則(“上市規則”)對上市發行人的董事的相關要求;  |
| (g) to ensure that on appointment to the Board, non-executive Directors will receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board; and | (g) 確保每位被委任的非執行董事於被委任時均取得正式委任函件, 當中須訂明對其等之要求, 包括工作時間、董事會委員會服務要求、及參與董事會會議以外的的工作; 及 |
| (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure.   | (h) 會見辭去本公司董事職責的董事並瞭解其離職原因。   |

### 3. Publication of this Statement

The Board should make available its Policy Statement, explaining its policy on nomination of directors and senior management by including it on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.

### 本說明的刊登

董事會應在本公司及香港聯交所的網站公開本說明, 解釋董事會對公司董事及高級管理人員提名的政策。

26 March 2012

2012 年 3 月 26 日