

FinTronics Holdings Company Limited (“Company”)

銀創控股有限公司（「本公司」）

TERMS OF REFERENCE OF NOMINATION COMMITTEE (“Committee”)

提名委員會（「委員會」）的職權範圍

Membership

成員

1. The Nomination Committee shall be appointed by the Board of Directors (“Board”).
提名委員會應由董事會委任。
2. The majority of the members (the “Members”) of the Nomination Committee shall be independent non-executive Directors (“INED”).
提名委員會的過半數成員須為獨立非執行董事。
3. The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED or the Board Chairman.
提名委員會的主席須由董事會委任及須為獨立非執行或董事會主席。

Frequency and proceedings of meetings

會議次數及議事程序

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
委員會每年須召開會議至少一次；若因工作需要，委員會應召開額外會議。
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
委員會主席亦可自行決定召開額外會議。
6. The quorum of a meeting shall be three Committee members until the Board has otherwise determined.
三名委員會成員構成會議的法定人數，惟董事會另有決定則除外。

7. Proceedings of the Committee's meetings shall be governed by the provisions of the bye-laws of the Company.

委員會會議的議事程序受本公司細則所規管。

Functions and Authority

職能及權力

1. The Nomination Committee is appointed by the Board of Directors of the Company to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent.

提名委員會由公司董事會委任。委員會於考慮被提名人的獨立性和素質後，向董事會推薦合適的董事人選，以確保一切提名均屬公平及具透明度。

2. The Nomination Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company's expense;

董事會授權提名委員會透過善用內部資源及中介機構以物色合資格的董事人選，並由公司支付有關開支；及

3. The Nomination Committee is authorized by the Board to conduct interviews with prospective candidates for nomination

董事會授權提名委員會與各準提名人選進行面試。

4. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

委員會應獲提供充足資源以履行其職能，包括尋求獨立專業意見的資源。

Responsibilities

責任

1. To review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding any proposed changes;

至少每年一次檢討及監察董事會的架構、人數和組成（包括董事的技能、知識及經驗），並就任何擬作出的變動向董事會提出建議；

2. To identify and nominate qualified individuals for appointment as additional Directors or

to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individuals shall be their ability to contribute to the effective carrying out by the Board of its responsibilities.

在董事會需要增加董事人數或填補董事空缺時，負責物色及提名合資格的人選，董事會將以各候任人選能否協助其有效地履行責任，作為甄選的考慮準則；

3. To make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.

就委任或重新委任董事以及董事（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. To assess the independence of INEDs; and

評核獨立非執行董事的獨立性；及

5. To report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

向董事會匯報其決定或建議，但受法律或監管規定限制者除外。

Reporting Procedures

匯報程序

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

委員會須定期向董事會匯報。在委員會會議後的下一個董事會會議上，委員會主席須將委員會的審議結果及建議向董事會匯報。

(Revised and effective on 27 March, 2012)

(修訂及生效於：2012年3月27日)