

**China Electronics Optics Valley Union Holding Company Limited**  
**中電光谷聯合控股有限公司**

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**  
**提名委員會權責範圍**

# China Electronics Optics Valley Union Holding Company Limited

## 中電光谷聯合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(the “Company”)

(「公司」)

### TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ADOPTED BY THE BOARD ON MARCH 6, 2014 AND AMENDED ON AUGUST 18, 2016 AND AUGUST 26, 2021

董事會於2014年3月6日採納  
並於2016年8月18日及2021年8月26日修訂  
的提名委員會職權範圍

#### 1 MEMBERSHIP 成員

- (a) The Nomination Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company (“INEDs”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Exchange”) (the “Listing Rules”) as amended from time to time.

提名委員會(「委員會」)須由公司董事會(「董事會」)從董事中委任。委員會必須由不少於三名成員組成，且委員會的成員必須以公司的獨立非執行董事佔過半數。委員會的組成必須遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)的不時更新的要求。

- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board, and should either be the chairman (or co-chairman, as the case maybe) of the Board or an INED.

委員會的主席必須由董事會委任的委員會成員擔任，並必須為董事會主席(或聯席主席，視情況而定)或一名獨立非執行董事。

## **2 ATTENDANCE AT MEETINGS**

### **出席會議**

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.

委員會會議的法定人數為兩人，其中一人必須為獨立非執行董事。

- (b) At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee in advance.

在任何時候，委員會成員必須獲通知並被邀請出席委員會的所有會議。

- (c) The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

公司秘書是委員會的秘書，而他／她必須出席委員會的所有會議。

- (d) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會的成員可以透過會面、電話或在參與會議的所有人能夠聽見對方的情況下以其他相似的通訊設備參加委員會會議。根據本條款參加會議將構成以個人方式參加該會議。

## **3 FREQUENCY AND PROCEEDINGS OF MEETINGS**

### **會議的次數**

- (a) Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members.

委員會會議應每年召開不少於1次。委員會的主席或任何兩名委員會成員可以在其認為有需要時要求召開委員會會議。在收到該要求後，委員會秘書必須在合理、切實和可行的範圍內及方便所有成員的情況下儘快召開有關會議。

- (b) Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least 7 days' prior notice.

除非委員會的所有成員一致同意，否則，會議只能在至少7天通知的情況下召開。

## 4 COMMITTEE'S RESOLUTIONS

### 委員會的決議

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議是有效及有作用的，有關書面決議將視作為於委員會會議上通過。有關書面決議可由多份相同格式的檔組成，而每份檔由一位或多位成員簽署。有關書面可以傳真方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

## 5 AUTHORITIES

### 授權

- (a) The Committee is authorised by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee.

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary to perform its duties.

委員會已獲董事會授權，如委員會認為為履行其職責而有需要，可徵詢獨立法律或其他獨立專業意見及確保擁有有關經驗及專業的獨立專業人士出席會議。聘請有關專業人士之合理費用由公司支付。

- (c) The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee should be provided upon request and the role and function of the Committee shall be explained in the corporate governance report in the annual report of the Company.

委員會應在公司及聯交所網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。委員會的職權範圍必須在有人提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色及職能。

- (d) The Committee shall be provided with sufficient resources to perform its duties.

委員會應獲供給充足資源以履行其職責。

- (e) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明董事會認為應選任該名人士的理  
由以及他們認為該名人士屬獨立人士的原因。

## 6 DUTIES

### 職責

The duties of the Committee shall be:

委員會的職責必須是:

- (a) to review the structure, size and composition (including the skills, knowledge and experience and taking into account the criteria as set out in the Board Diversity Policy adopted by the Company from time to time) 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，以及考慮將本公司不時採納之董事會成員多元化政策內所列之準則)，並就任何為配合公司的公司策略而擬對董事會作出的變動提出建議;

- (b) (i) to identify individuals suitably qualified to become members of the Board 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；

- (ii) to identify individuals suitably qualified to become members of the senior management (i.e. chief executive, chief financial officer, secretary to the Board) of the Company and select, or make recommendations to the Board on the selection of, individuals nominated for the positions;

物色具備合適資格的公司高級管理人員(行政總裁、首席財務官、董事會秘書)，並挑選提名有關人士出任職務或就此向董事會提供意見；

- (iii) to make recommendations to the Board on the appointment and removal of the senior management of the Company;

就任免公司高級管理人員向董事會提供意見；

- (iv) to identify individuals suitably qualified to become members of internal institutions of the Board and select, or make recommendations to the Board on the selection of, individuals nominated for the positions of internal institutions;

物色具備合適資格可擔任董事會內設機構組成人員的人士，並挑選提名有關人士出任內設機構職務或就此向董事會提供意見；

- (c) to assess the independence of independent non-executive directors;

評核獨立非執行董事的獨立性；

- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman (or co-chairman, as the case may be) and the chief executive;

就董事委任或重新委任以及董事(尤其是主席(或聯席主席，視情況而定)及行政總裁)繼任計劃向董事會提出建議；

- (e) to determine the policy, procedures and criteria for the nomination of directors, with due regard for the benefits of diversity on the Board;

為董事的提名釐訂政策、程式和標準，並充分顧及董事會成員多元化的裨益；

- (f) to review the Board Diversity Policy regularly (including any measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving those objectives); and make disclosure of its review results in the corporate governance report of the Company annually;

定期檢討董事會成員多元化政策(包括董事會為執行有關政策而制定的任何可計量目標及達標的進度)，以及每年在公司的《企業管治報告》內披露檢討結果；

- (g) to consider what details of work performed by the nomination committee during the year should be reported in the Company's corporate governance report in the annual report and how those details should be presented, including the policy for the nomination of directors, the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship during the year;

考慮在公司年報中的《企業管治報告》內，應報告提名委員會年內工作的哪些詳情，並且研究如何演示該等詳情，包括年內由提名委員會執行的有關制定提名董事的政策、提名委員會年內就董事候選人採納的提名程式以及遴選及推薦準則；

- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

進行任何使委員會能履行董事會賦予委員會的權力和功能的事情；及

- (i) to conform any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.

遵守董事會不時發出的要求、指引及規則或公司的內部憲法或上市規則或任何適用的法律。

## **7 REPORTING PROCEDURES**

### **報告程式**

- (a) The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). At the next meeting of the Board following a meeting/written resolution of the Committee, the secretary of the Company shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

委員會應向董事會匯報其決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。在委員會的會議／書面決議之後的下一個董事會，公司秘書應向董事會呈交委員會會議紀錄／書面決議的副本。該會議記錄或書面決議應訂明委員會的調查結果、建議及決定。

- (b) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within 7 days after the meeting is held.

委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後7天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

- (c) The Committee shall make available the chairman of the Committee (or in his absence, at least one of its members) to attend the Company's annual general meeting to answer shareholders' questions about issues.

委員會應安排委員會主席(若委員會主席未能出席，則至少一名委員)出席股東週年大會，並在會上回答股東有關的提問。

## **8 REVISION OF THE TERMS OF REFERENCE**

### **職權範圍的更新**

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. Any amendment to these terms of reference shall be by way of resolution of the Board of the Company and shall be in full compliance with the Listing Rules and any other regulatory requirements.

當有需要時，本職權範圍應就環境及法定要求(如上市規則等)的變更而作出更新及修改。任何對此職權範圍之修改，須由公司董事會通過決議，有關修改須完全符合上市規則及其他監管要求。