

KEE Holdings Company Limited
開易控股有限公司

(the “Company”)
(「本公司」)

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

NOMINATION COMMITTEE – TERMS OF REFERENCE

提名委員會職權範圍

(Adopted by the Company pursuant to the Board resolution passed on 14 December 2010)
(乃根據本公司董事會於 2010 年 12 月 14 日通過的決議案所採納)

1. Membership
成員

- 1.1 The Nomination Committee shall be appointed by the Board of Directors (the “**Board**”).
提名委員會應由董事會委任。
- 1.2 The majority of the members (the “**Members**”) of the Nomination Committee shall be independent non-executive Directors.
提名委員會的過半數成員須為獨立非執行董事。
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board.
提名委員會的主席須由董事會委任。

2. Secretary
秘書

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
公司秘書應為提名委員會的秘書。
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
儘管其他條款另有規定，提名委員會可不時委任其他具有合適資格和經驗

的人士擔任提名委員會秘書。

3. Meetings **會議**

3.1 The Nomination Committee shall meet at least once a year.
提名委員會每年須至少召開一次會議。

3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

會議須有為期最少 7 天的通知，但即使會議召開的通知期短於前述通知期，如獲半數成員同意召開該會議，該會議須仍視作妥為召開。成員出席該會議視作同意該通知期。如果會議延期少於 14 天，無須就延會另行發出通知。

3.3 The quorum of the Nomination Committee shall be any two Members.
提名委員會的法定人數為兩名成員。

3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.

會議可以親身出席、電話或視像會議形式召開。成員可通過電話會議或其他類似的通訊工具參與會議，只要參與會議的各方可互相聽到。

3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
提名委員會會議的決議須由出席會議過半數的成員通過。

3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

一份由提名委員會全體成員簽署的書面決議，是有效及有作用的，猶如該決議是在一次妥為召開及舉行的提名委員會會議通過一樣。

3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft

and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

會議紀錄應由提名委員會秘書保存。會議紀錄的初稿及最後定稿應在會議後一段合理時間內先後送發全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

4. Attendance and Voting at Meetings

出席會議及投票

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meetings.

董事會主席及/或首席執行官(如非提名委員會成員)、外聘顧問及其它人士，如獲提名委員會邀請，可出席會議的全部或部份。

- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

只有提名委員會成員有權在會議上投票。

5. Annual General Meeting

公司周年大會

- 5.1 The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

提名委員會主席或一名成員須出席公司周年大會，並須為回答股東就提名委員會的活動和其職責的提問作準備。

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

公司組織章程的持續適用

- 6.1 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.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規

定，適用於委員會的會議程序。

7. Duties and Powers

權責

The Nomination Committee shall have the following duties and powers:

提名委員會有以下的權責：

- 7.1 review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the board regarding any proposed changes;
定期檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出的變動向董事會提出建議；
- 7.2 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；
- 7.3 assess the independence of independent non-executive directors; and
評核獨立非執行董事的獨立性；及
- 7.4 make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.
就董事委任或重新委任以及董事繼任計畫的有關事宜向董事會提出建議。

8. Reporting

匯報

- 8.1 The Nomination Committee shall report to the Board after each meeting.
提名委員會每次會議結束後，須向董事會匯報。

9. Authority

權力

- 9.1 The Nomination Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the

Company in order to perform its duties;

董事會授權提名委員會向高級管理人員索取有關薪酬的資料以履行其職責。

- 9.2 The Nomination Committee is authorized by the Board where necessary to have access to professional advice ^{Note 1}.

董事會授權提名委員會，如認為有需要，可索取專業意見^{附注 1}。

- 9.3 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

提名委員會應獲供給充足資源以履行其職責。

10. Publication of the Terms of Reference

公開職權範圍

- 10.1 This terms of reference will be posted on the website of the Company.

本職權範圍將登載於公司網站上。

Notes:

附注:

1. Arrangement to seek professional advice could be made through Company Secretary.
提名委員會可通過公司秘書對索取專業意見作出安排。