

OneForce Holdings Limited
元力控股有限公司

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

OneForce Holdings Limited
元力控股有限公司
(the “Company”) and
(「本公司」)

Terms of reference of the Nomination Committee (the “Committee”)
of the Board (the “Board”) of Directors (the “Directors”) of the Company
董事(「董事」)會(「董事會」)提名委員會(「委員會」)
權責範圍及程序

(中文本為翻譯稿，僅供參考用)

1. Constitution

組成

- 1.1 Below are the Terms of Reference of the Committee established on 5 February 2018, as revised by the Board resolution with effect from 1 January 2019.

以下為本公司於2018年2月5日成立的委員會的職權範圍，自2019年1月1日起經董事會決議案修訂。

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 and a majority of whom shall be independent non-executive Directors.
- 2.2 The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.
- 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。

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主席。

本公司的公司秘書為委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作為該次會議的秘書。

- 2.4 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Proceedings of the Committee

3.1 *Notice:*

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.

(Regular meetings should be called by, so far as practicable, at least 14 days' notice: cf: paragraphs A.1.3 of Appendix 14 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”))

經董事會及委員會分別通過決議，方可委任額外或罷免委員會成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

會議程序

會議通知：

- (a) 除非委員會全體成員同意，召開委員會的會議通知期，不應少於七天。不論通知期長短，委員會成員出席會議將被視為其放棄收到足期通知的權利，除非出席該會議的委員會成員的目的為在會議開始之時，以會議沒有正確地召開為理由，反對會議處理任何事項。

(根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄十四第A.1.3段的規定，在切實可行的範圍內，召開委員會定期會議應發出至少14天通知)

- (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 purpose, time and place of the meeting. 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 should generally be delivered to all Committee members seven days (and in any event not less than three days) before the intended date of the Committee meeting (or such other period as all the Committee members may agree).

- (b) 任何委員會成員或委員會秘書(應任何委員會成員的請求時)可於任何時候召集董事會議。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、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。
- (c) 口頭方式作出的會議通知，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目的、開會時間、地點。議程及隨附有關文件一般在預期召開委員會會議前7天(無論如何不少於3天)(或其他經所有委員同意的其他時段)送達各成員參閱。

3.2 **Quorum:** The quorum of the Committee meeting shall be two members of the Committee and a majority of which shall be the independent non-executive Directors.

法定人數：會議法定人數為兩位成員，而大部份出席的成員須為獨立非執行董事。

3.3 ***Frequency:*** Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year, to make recommendations to the Board on candidates for appointment as Directors and to review the policy on Board diversity and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.

3.4 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

4. Written resolutions

4.1 A resolution in writing signed by all the Committee members 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 Committee members.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

開會次數：每年最少開會一次，以釐定、檢討及考慮本公司就董事委任、重新委任及罷免的提名程序及前述事項在有關年度的實施，向董事會提呈出任董事候選人的建議及檢討董事會不時所採納的董事會成員多元化政策及為執行該政策而制定的任何可計量目標，以及該目標的達標進度。

會議可由委員會成員親身出席，或以電話、電子、或其他可讓出席會議的人員同時及即時與對方溝通的方式進行，而以上述方式出席會議等同於親身出席有關會議。

書面決議

經由委員會全體成員簽署通過的書面決議案與經由委員會會議通過的決議案具有同等效力，而有關書面決議案可由一名或以上委員會成員簽署格式類似的多份文件組成。

委任代表

委員會成員不能委任代表。

6. Authority of the Committee

6.1 The Committee may exercise the following powers:

- (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;
- (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;
- (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;

委員會的權力

委員會可以行使以下權力：

- (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之問題；
- (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；
- (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）。如委員會需要，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。委員會有權進行其認為適當的調查（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。前述費用均由本公司承擔；

(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

(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.

6.2 The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

7. Duties

7.1 The duties of the Committee shall be:

(a) to review the structure, size 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 and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships based on merit against objective criteria and with due regard for the benefits of diversity on the Board;

(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須要的修訂建議；及

(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。

本公司應提供充足資源予委員會以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

委員會的職責

委員會負責履行以下職責：

(a) 至少每年檢討董事會的架構、人數及成員多元化(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、知識及服務年期方面)，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) 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。就物色人選時，將基於客觀條件並充份顧及董事會成員多元化的裨益；

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| <p>(c) to assess the independence of independent non-executive Directors;</p> | <p>(c) 評核獨立非執行董事的獨立性；</p> |
| <p>(d) to review the policy for the diversity of the Board (“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;</p> | <p>(d) 在適當情況下檢討董事會成員多元化政策(「董事會成員多元化政策」)；及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和達標進度；</p> |
| <p>(e) to develop and review, as appropriate, the policy for the nomination of Directors (“Nomination Policy”). The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;</p> | <p>(e) 制定及在適當情況下檢討提名董事的政策(「提名政策」)，提名政策列明(其中包括)提名程序、流程及準則，以篩選及推薦董事候選人；</p> |
| <p>(f) 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(s) of the Company, taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;</p> | <p>(f) 因應本集團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>(g) to make relevant disclosures in the corporate governance report in accordance with the requirements of the Listing Rules; and</p> | <p>(g) 根據上市規則要求於《企業管治報告》內作出相關披露；及</p> |
| <p>(h) to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>(h) 考慮及執行董事會委派的其他事項。</p> |

8. Minutes and records

- 8.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 to the Listing Rules apply.
- 8.2 Full minutes of Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting (generally, meaning within 14 days after the meeting). Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- 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.

9. Reporting responsibilities

The Committee shall report to the Board after each meeting.

會議紀錄

秘書應在每次會議開始時查問是否有任何利益衝突並記錄在會議紀錄中。有關的委員會成員將不計入法定人數內，而除非上市規則附錄三附註一適用，相關委員就他或其任何連絡人有重大利益的委員會決議必需放棄投票。

委員會的完整會議紀錄應由正式委任的會議秘書(通常為公司秘書)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(一般指委員會會議結束後的14天內)內先後發送委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。會議紀錄獲簽署後，秘書應將委員會的會議紀錄和報告傳閱予董事會所有成員。

委員會秘書應就本公司財政年度內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

彙報責任

委員會應於每次委員會會議後向董事會作出彙報。

10. Annual general meeting

- 10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

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

- 11.1 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.

12. Powers of the Board

- 12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

股東周年大會

委員會的主席，或在委員會主席缺席時由另一名委員(或如該名委員未能出席，則其適當委任的代表)應出席股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

本公司組織章程的持續適用

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。

董事會權力

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》或本公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已採取的行動的有效性。

13. Publication of the terms of reference of the Committee

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 website of the Company and on the website of the Stock Exchange.

委員會職權範圍的刊登

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。