



DOXEN ENERGY GROUP LIMITED

東星能源集團有限公司

**Terms of reference of
the Nomination Committee of the Board of Directors**

董事局提名委員會職權範圍

DOXEN ENERGY GROUP LIMITED

東星能源集團有限公司

Terms of reference for the Nomination Committee

提名委員會權責範圍

(Adopted in November 2009 and revised in March 2012)

(於 2009 年 11 月採納及於 2012 年 3 月修訂)

(中文本為翻譯稿，僅供參考用)

1. Constitution 組成

Doxen Energy Group Limited (the “Company”) has resolved to establish a committee of the board of directors (the “Board”) to be known as the Nomination Committee (the “Committee”).

東星能源集團有限公司（「本公司」）已決議成立一個董事局（「董事局」）之委員會，名為提名委員會（「委員會」）。

2. Membership 成員

2.1 Committee members shall be appointed by the Board from amongst the members of the Board and shall consist of at least three members and a majority of which should be independent non-executive directors of the Company.

委員會成員由董事局從董事局成員中挑選，由董事會委任，委員會成員人數至少三名，而大部份之成員為本公司的獨立非執行董事出任。

2.2 The chairman of the Committee shall be the chairman of the Board or an independent non-executive director and shall be appointed by the Board.

委員會主席須由董事會主席或獨立非執行董事出任及由董事局委任。

2.3 The company secretary of the Company shall be the secretary of the Committee.

本公司的公司秘書為委員會之秘書。

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.

經董事局及委員會分別通過決議，方可委任額外或罷免委員會成員。

3. Proceedings of the Committee 會議程序

3.1 Notice 會議通知

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least three days' notice.

除非委員會全體成員同意，委員會的會議通知期，不應少於三天。

- (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.

任何委員會成員或委員會秘書（應委員會成員的請求時）可於任何時候召集委員會會議。召開會議通告必須按該成員不時通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址以親身口頭或以書面、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向各委員會成員發出。

- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

口頭會議通知應在可行情況下及在會議召開前盡快以書面方式確認。

- (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by 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.

會議通告必須說明開會目的、開會時間、地點、議程及隨附有關檔予各成員參閱。

3.2 Quorum 法定人數

The quorum of the Committee meeting shall be two members of the Committee. 會議法定人數為兩位成員。

3.3 Frequency 次數

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 ("Directors") of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as

Directors.

每年最少開會一次，以檢討、釐定及考慮本公司有關董事（「董事」）委任、重新委任及罷免的提名程序、前述事項在有關年度的實施及向董事會提呈出任董事候選人的建議。

3.4 The meetings can be held by telephone conference.

委員會會議可以電話會議形式進行。

4. Written resolutions 書面決議

Written resolutions may be passed by all Committee members in writing.

委員會成員可以書面決議方式通過任何決議，惟必須所有委員會成員同意。

5. Alternate Committee members 委任代表

A Committee member may not appoint any alternate.

委員會成員不能委任代表。

6. Authority of the Committee 委員會的權力

6.1 The Committee may exercise the following powers:

委員會可行使以下權力：

- (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;

要求本公司及其任何附屬公司(合稱“本集團”)的任何雇員及專業顧問，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有關問題；

- (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;

于董事的委任或重新委任，評審董事的表現及獨立非執行董事的獨立性；

- (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;

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

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) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。

6.2 The Committee should be provided with sufficient resources to discharge its duties.

委員會應獲提供充足資源以履行其職責。

7. Duties 委員會的職責

The duties of the Committee shall be:

委員會負責履行以下職責：

- (a) to review the structure, size and composition (including the skills, knowledge and experience) 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)，並就任何為配合公司策略而擬對董事會作出的變動提出建議；

- (b) 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，及挑選被提名人士出任董事或向董事會提出相關建議；
- (c) to assess the independence of the 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:
對下列各項向董事會提出建議：
- (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
作為董事會成員所應有的角色、責任、能力、技術、知識及經驗
 - (ii) the policy on the terms of employment of non-executive Directors;
委聘非執行董事的政策；
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
審核委員會、薪酬委員會及其他董事會委員會的組成；
 - (iv) proposed changes to the structure, size and composition of the Board;
董事會的架構、人數及組成擬作出的變動；
 - (v) candidates suitably qualified to become members of the Board;
具備合適資格擔任董事的人士；
 - (vi) the selection of individuals nominated for directorship;
挑選被提名人士出任董事；
 - (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力；

- (viii) the continuation (or not) 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;
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；
- (ix) the appointment or re-appointment of Directors; and
委任或重新委任董事；及
- (x) succession planning for Directors, in particular the chairman and the chief executive;
董事接替的計畫(尤其是主席及行政總裁)；
- (e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮：
- (i) succession planning of Directors;
董事接替計畫；
- (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
本集團為保持或加強本集團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 Group operates;
市場環境的轉變及本集團營運市場的商業需要；
- (iv) the skills and expertise required from members of the Board; and
董事會成員所須具備的技能及專才；及
- (v) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;
上市規則對上市發行人的董事的相關要求；
- (f) to ensure that on appointment to the Board, non-executive Directors 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;

確保每位被委任的非執行董事于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予董事會會議以外的工作；

(g) to conduct exit interviews with any Director upon their resignation, if necessary, in order to ascertain the reasons for his departure; and

如需要，會見辭去本公司董事職責的董事並瞭解其離職原因；及

(h) to consider other matters, as defined or assigned by the Board from time to time.

考慮及執行董事會委派的其他事項。

8. Minutes and records 會議紀錄

8.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

8.2 The secretary of the Committee shall circulate the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議(視乎情況而定)的初稿及最後定稿發送委員會全體成員表達意見或紀錄之用。

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.

委員會秘書應就年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。

9. Continuing application of the articles of association of the Company 本公司組織章程的持續適用

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.

本公司章程對董事局會議及其程序的規定，在其適用及本權責範圍條文未有取代情況下，適用於委員會的會議及程序。

10. Powers of the Board 董事局權力

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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.

由董事局在不違反本公司組織章程及上市規則的前提下(包括上市規則之附錄十四《企業管治常規守則》或本公司所採納其適用及自行制定的企業管治常規守則)，修訂、補充及廢除本權責範圍所有條文及委員會通過的任何決議，惟修訂及廢除本權責範圍條文及委員會通過的決議，並不會令到倘該等權責範圍條文或決議並無修訂或廢除原應生效的任何早前行動及決議作廢。