

(中文版本僅供參考，提名委員會之職權範圍以英文版本為準)



寶新置地集團有限公司

GLORY SUN LAND GROUP LIMITED

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

(Stock code 股份代號: 299)

Terms of Reference of the Nomination Committee

提名委員會之職權範圍

1 Constitution

設立

Pursuant to the resolution of the board (the “**Board**”) of directors of the Company (the “**Directors**”) passed on 28 March 2012 by the Board, the nomination committee (the “**Nomination Committee**”) was established as a committee of the Board.

根據本公司董事（「**董事**」）會（「**董事會**」）於二零一二年三月二十八日通過之決議案，提名委員會（「**提名委員會**」）成立為董事會下轄之委員會。

2 Membership

成員

- 2.1 The Nomination Committee shall be appointed by the Board and shall be made up to at least three (3) members, the majority of whom should be independent non-executive Directors. The members of the Nomination Committee shall appoint its chairman (the “**Chairman**”) who should either be an independent non-executive Director or the chairman of the Board.

提名委員會的成員應由董事會委任，最少由三(3)位成員組成，成員必須以獨立非執行董事占大多數。提名委員會的成員應自行推選其主席（「**提名委員會主席**」），但提名委員會主席必須是獨立非執行董事或董事會主席。

- 2.2 The quorum necessary for transaction of business shall be two (2), one (1) of whom shall be an independent non-executive Director. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

會議法定人數為兩(2)人，但其中一(1)人必須是獨立非執行董事。正式召開的會議如有足夠法定人數出席，便可行使提名委員會獲賦予或可行使的全部或任何部分的授權、權力和酌情權。

- 2.3 In the absence of the Chairman and/or an appointed deputy, the remaining members present at the meeting shall elect one of themselves to chair the meeting. The chairman of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chairmanship.

如提名委員會主席及/或獲委任的主席代理未克出席，出席會議的其他成員應自行推選一人擔任會議的主席。董事會主席若正在處理主席繼任事宜，則不得擔任提名委員會主席一職。

3 Secretary **秘書**

The secretary of the Nomination Committee (the “**Secretary**”) shall be the company secretary of the Company or any other person designated as such by the Nomination Committee from time to time.

提名委員會的秘書（「**提名委員會秘書**」）應由本公司的公司秘書或提名委員會不時指定的任何其他人士擔任。

4 Authority **權限**

4.1 The Nomination Committee is authorised by the Board to investigate any activity within this Terms of Reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Nomination Committee.

提名委員會獲董事會授權調查屬於其職權範圍內的活動，也獲授權向任何僱員取得提名委員會所需的資料。本公司已向全體員工發出指示，必須在提名委員會要求時與其合作。

4.2 The Nomination Committee shall be provided by the Company with sufficient resources to perform its duties and is authorised by the Board to obtain, at the Company’s expense, independent professional advice necessary for the performance of its responsibilities.

提名委員會應獲本公司供給充足資源以履行其職責，並獲董事會授權，可在有需要時諮詢獨立專業意見，以便履行其職責，費用由本公司支付。

5 Responsibilities and Powers **權責**

5.1 The responsibilities and powers of the Nomination Committee include:
提名委員會的權責包括：

- (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），並就任何為配合本公司的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 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；

- (c) to assess the independence of the independent non-executive Directors and to review the independent non-executive Directors' annual confirmations on their independence;
評核本公司獨立非執行董事的獨立性及審閱獨立非執行董事各自對獨立性所作的確認;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議;
- (e) to state in the papers to be sent to the shareholders accompanying the resolution for re-appointing an independent non-executive director who has served more than nine (9) years why such director is still believed to be independent and should be re-elected, including the factors considered, the process and the discussion of the Nomination Committee in arriving at such determination;
於隨附重選一名在任已過九(9)年之獨立非執行董事決議案一同發給股東的文件中說明為何該名董事被認為仍屬獨立人士及應獲重選的原因，包括所考量的因素、提名委員會作此決定的過程及討論內容;
- (f) to seek independent professional advice to perform its responsibilities where necessary; and
履行職責時如有需要，應尋求獨立專業意見，費用由公司支付；及
- (g) to report to the Board on decisions or recommendations made (unless there are legal or regulatory restrictions on its ability to do so) after each meeting.
於每次會議後向董事會匯報所作之決定或建議（除非受法律或監管限制其能力而不能安排外）。

6 Frequency of Meetings

會議次數

- 6.1 The Nomination Committee shall meet at least once per year.
提名委員會每年應最少舉行一次會議。
- 6.2 Additional meetings shall be held as the work of the Nomination Committee or circumstances require. The Chairman may convene additional meetings at his discretion.
提名委員會在其工作或情況需要時會召開額外會議。主席可自行決定召開額外會議。

7 Notice of Meetings

會議通告

- 7.1 Meetings of the Nomination Committee shall be summoned by the Secretary at the request of the Chairman.
提名委員會秘書應按提名委員會主席的要求召集會議。

- 7.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person required to attend and all other non-executive Directors, no later than two (2) days before the date of the meeting. Supporting papers shall be sent to the Nomination Committee members and to other attendees as appropriate, at the same time.

除非另有協定或獲豁免，否則會議通告（列明會議舉行日期、時間和地點）和議程必須在會議舉行前最少兩(2)天，送交提名委員會各成員、其他需出席人士和所有其他非執行董事。其他附帶文件應同時發送給提名委員會成員和其他出席者。

8 Attendance

出席

- 8.1 As necessary or desirable, the Chairman may request members of management or the Human Resources Department to be present at the meeting of the Nomination Committee.

如有必要或情況適宜，提名委員會主席可要求管理層成員或人事部職員出席提名委員會的會議。

- 8.2 Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive, members of the management, the head of Human Resources Department and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

提名委員會的會議只限提名委員會的成員有權出席，但行政總裁、管理層成員、人力資源部總管和特聘顧問等個別人士可在適當時候應邀出席整個會議或其任何部分。

- 8.3 Meetings may be held by way of such telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

會議可以電話、電子或其他通訊設備的方式進行，好讓所有參與會議人士在同一時間與其他參與會議人士即時互相溝通。

9 Minutes

會議記錄

- 9.1 Full minutes of the Nomination Committee meetings shall be kept by the Secretary.

提名委員會的完整會議記錄應由提名委員會秘書保存。

- 9.2 The Secretary shall send the draft and final version of the minutes to all committee members for their comment and records within a reasonable time after the meeting. Once agreed, minutes of the Nomination Committee meetings shall be circulated to all other members of the Board, unless a conflict of interest exists.

會議記錄的初稿和最後定稿應在會議後一段合理時間內，由提名委員會秘書先後發送給提名委員會全體成員，初稿供成員表達意見，最後定稿作其記錄之用。一經議定，會議記錄應隨即發送給董事會的所有其他成員，但出現利益衝突情況則除外。

10 General

一般事項

- 10.1 The Nomination Committee should make available this Terms of Reference, explaining its role and the authority delegated to it by the Board, by including them on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
提名委員會應在香港聯合交易所有限公司的網站及公司的網站公開其職權範圍，解釋其角色以及董事會轉授予其的權力。
- 10.2 The Chairman (in his absence, another member of the Nomination Committee) shall make himself available to attend the annual general meetings of the Company to answer questions thereat.
提名委員會主席應出席（若該主席未克出席，應由提名委員會另一成員出席）本公司的股東週年大會，並在會上回答提問。

31 March 2022 (Revised)
於 2022 年 3 月 31 日修訂