

Wisom Engineering Services Co. Ltd.
惠生工程技術服務有限公司
(Incorporated in the Cayman Islands with limited liability)
(于開曼群島註冊成立的有限公司)
(the “Company”)
(“公司”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
ADOPTED BY THE BOARD ON NOVEMBER 30, 2012
董事會於 2012 年 11 月 30 日採納的提名委員會職權範圍**

1 Membership
成員

- (a) The Nomination Committee (hereinafter referred to as the “Committee”) shall be appointed by the board of directors (“Board”) from amongst the directors of the Company and shall consist of not less than three members. A majority of the members of the Committee should be independent non-executive directors (“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 (“Listing Rules”) from time to time.

提名委員會（以下稱為“委員會”）須由董事會從公司的董事中委任，且委員會必須由不少於三名成員組成。委員會的成員必須以公司的獨立非執行董事占大多數。委員會的組成必須遵守香港聯合交易所有限公司不時的證券上市規則（“上市規則”）的要求。

- (b) The chairman of the Committee shall be the chairman of the Board or an INED and a member of the Committee appointed by the Board.

委員會的主席必須是董事會主席或獨立非執行董事並且由董事會委任的委員會成員。

2 Attendance at Meetings
出席會議

- (a) At all times the chairman of the Board shall receive prior notification of all meetings of the Committee and may be in attendance thereat, provided that he shall not be in attendance when his own nomination are being discussed.

在任何時候，董事會主席必須事先收到委員會的所有會議通知。委員會會議在討論其本身的提名除外，董事會主席可以出席委員會的所有會議。

- (b) The quorum of a meeting of the Committee shall be two members of the Committee, both of whom must be INEDs. In the event of an equality of votes, the chairman of the Committee shall be entitled to a second or casting vote.

委員會會議的法定人數為兩人，該兩人必須為獨立非執行董事。如票數均等，委員會的主席有權投第二票或決定票。

- (c) Subject to sub-paragraph (a) above, the Chairman of the Board and/or the executive director shall be, where appropriate, invited by the Committee to attend the meetings.

受限上述(a)項的規定，在適當情況下，董事會主席及/或執行董事必須獲邀請出席委員會的會議。

- (d) The Committee may, if necessary, invite a representative of the Human Resources Department of the Company and other advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.

如需要，委員會可邀請公司人力資源部代表及其他諮詢人出席委員會的會議為其會員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

- (e) The company secretary shall be the secretary of the Committee who shall attend all meetings of the Committee.

公司秘書是委員會的秘書，而他必須出席委員會的所有會議。

- (f) Notice of Committee meetings shall be given to all members. Notice of the Committee meeting shall be deemed to be duly given to a member if it is given to him personally, by word of mouth or given to him in writing sent to his last known address or any other address given by him to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下無論面交該成員或以口述形式送達或以任何電子形式傳遞至任何提供予公司的電子號碼或電郵位址均被視為正式送達。

- (g) Members of the Committee may participate in a meeting of the Committee by means of telephone conference 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.

委員會成員可以透過電話會議或其他相似的通訊設備參加委員會會議。而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

3 Frequency of Meetings **會議的次數**

Meetings shall be held not less than once a year, or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time. The chairman of the Committee or any two members of the Committee may request a meeting if they consider it necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

會議應每年召開不少於一次，或按不時適用於公司的上市規則或其他法律要求的會議頻率。如委員會的主席或任何兩名委員會成員認為有需要，可以要求召開會議。委員會會議須按委員會主席的指示，由委員會的秘書作出安排。

4 Committee's Resolutions 委員會的決議

- (a) 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 the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. 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，該決議將視作爲於委員會會議上通過。該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。該決議可以以傳真或其他電子通訊方式簽署及傳閱。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。

- (b) Each director should be nominated by means of a separate resolution. The Committee should avoid “bundling” resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are “bundled”, the Committee should explain the reasons and material implications in the notice of meeting.

每名董事候選人的提名應以獨立決議案的方式進行。除非有關決議案之間相互依存及關連，合起來方成一項重大建議，否則委員會應避免「捆紮」決議案。若要「捆紮」決議案，委員會應在會議通告解釋原因及當中涉及的重大影響。

- (c) Where the Board proposes a resolution to elect an individual as an INED 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 he should be elected and the reasons why they consider him to be independent.

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

- (d) A member of the Committee shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning (i) his own appointment (including determining or varying its terms); and (ii) the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested.

如涉及(i) 其自身的委任(包括決定及更改職權範圍) 及(ii) 免除其自身的委任有關公司的或其他公司有權益的公司的任何職務，該委員會成員將不能投票(或被算爲法定人數)。

5 Authorities 授權

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

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 to be provided with sufficient resources to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

委員會應獲供給充足資源以履行其職責。委員會履行職責時如有需要，應尋求獨立專業意見，費用由公司支付。

6 Duties 職責

The duties of the Committee shall include:

委員會的職責應包括：

- (a) 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的公司策略而擬對董事會作出的變動提出建議；

- (b) 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) assess the independence of INEDs annually, bearing in mind the circumstances set out in Rule 3.13 of the Listing Rules;

每年評核獨立非執行董事的獨立性，並參照上市條例第 3.13 條列明的狀況；

An independent member shall notify the Board immediately, if, as a result of a change in circumstances, he no longer meets the criteria for independence. The Committee shall review the change in circumstances and make its recommendation to the Board;

如在某些狀況改變後獨立成員不再符合獨立的標準，該成員必需立刻通知董事會。委員會應評核該等狀況並向董事會提出建議；

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

就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計畫向董事會提出建議；

- (e) decide whether a director is able to and has adequately carried out his duties as a director of the Company in particular where the director concerned has multiple Board representations. Where possible, the Committee shall formulate internal guidelines that can address the competing time commitments that are faced when directors serve on multiple boards; and

決定董事是否有能力及能充份地執行其為公司董事的職務，特別于董事任多個董事職務的情況下。在可能的情況下，委員會應制定關於應對董事擔任多個董事職務的時間承諾的內部指引；及

- (f) decide on how the Board's performance may be evaluated and propose objective performance criteria. Such performance criteria, that allow comparison with its industry peers, should be approved by the Board and address how the Board has enhanced long term shareholders' value.

決定如何評核董事會的表現及提議表現評核准則。該等與同行作比較的評核准則應先獲得董事會批准及應說明其如何提升股東的長期利益。

7 Reporting Procedures **報告程式**

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolutions of the Committee, copies of the minutes/resolution setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

委員會應向董事會報告。在委員會的會議/書面決議之後的下一個董事會，委員會要向董事會呈交委員會會議紀錄/決議的副本。該會議記錄或決議應訂明委員會的調查結果、建議及決定。

- (b) Minutes of Committee meetings shall be sent to all members of the Committee within a reasonable time after the meeting.

委員會會議記錄應在會議後一段合理時間內送交委員會全體成員。

- (c) Each member of the Committee who is an INED shall provide an annual confirmation of his independence to the Company in accordance with the requirements of the Listing Rules.

作為獨立非執行董事的委員會成員每年均須根據上市規則要求向公司提供確認函確認其獨立性。

8 Publication and Update of the Terms of Reference **職權範圍的發佈及更新**

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. These terms of reference shall be made available to the public by including the information on the Stock Exchange of Hong Kong Limited's website and the Company's website.

當有需要時，本職權範圍應就環境及法定要求（如，上市規則）的改變而作出更新及修改。本職權範圍應透過將資料登載于香港聯合交易所有限公司網站及公司網站上向公眾公開。

9 Communication with Shareholders **與股東之通訊**

The chairman of the Board should attend the Company's annual general meeting and invite the chairman of the Committee or in the absence of the chairman of the Committee, invite another member of the Committee or failing this his duly appointed delegate, to attend and be available to answer questions at the Company's annual general meeting.

董事會主席應出席股東周年大會，並邀請安排委員會的主席，或在該委員會的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）出席並在股東周年大會上回答提問。