

GUANGDONG TANNERY LIMITED

(粵海制革有限公司)

Terms of Reference of Nomination Committee 提名委員會職權範圍書

Formation

成立

The Committee was formed pursuant to the board resolution of GUANGDONG TANNERY LIMITED (“the Company”) passed on 8 June 2005.

委員會依據粵海制革有限公司(「本公司」)於二零零五年六月八日通過的董事會決議案而成立。

Composition and Quorum

組成及法定人數

The Committee shall be appointed by the board of directors of the Company (the “Board”). A majority of the Committee members should be independent non-executive directors.

委員會成員經由本公司董事會(「董事會」)委任，而委員會的大部份成員應為獨立非執行董事。

Members : The Committee shall consist of not less than 3 members.

成員 : 委員會最少由三名成員組成。

Quorum : 2

法定人數 : 2

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

委員會會議及程序須受本公司的組織章程細則所載的董事會會議程序規定所規管。

The Chairman of the Committee shall be appointed by the Board.

委員會主席須由董事會委任。

Attendance at meeting

出席會議

The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

公司秘書為委員會秘書。委員會秘書或其未克出席，其代表或任何一位委員會會員將出任委員會會議秘書。

Frequency of meetings

會議次數

Meetings shall be held not less than once a year. The chairman of the Committee may convene additional meetings at his discretion.

會議次數應不少於每年一次。委員會主席可按其意願召開額外的會議。

Reporting Procedures

匯報程序

The Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually.

委員會有責任適時及不少於一年一次向董事會匯報有關其工作的重要事項，包括委員會所作的決定或建議。

Authority

權力

1. The Committee is authorised by the Board to investigate any activity within its 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 Committee.

董事會授權委員會按照其職權範圍進行任何調查。委員會有權向任何僱員索取任何所需資料，而所有僱員亦獲指示與委員會合作，滿足其任何要求。

2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

董事會授權委員會向外諮詢法律或其他獨立的專業意見；如有需要，可邀請具備相關經驗及專業知識的外界人士出席會議。

Duties
職責

The duties of the Nomination Committee shall be:

提名委員會的職責如下：

1. To 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。
2. 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。
3. To assess the independence of independent non-executive directors;
評核獨立非執行董事的獨立性；
4. To 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 managing director; and
就董事委任或重新委任以及董事（尤其是主席及董事總經理）繼任計劃的有關事宜向董事會提出建議；及
5. To consider other topics as defined by the Board.
研究其他由董事會界定的課題。