SPARKLE ROLL GROUP LIMITED

耀莱集团有限公司*

Terms of reference of
the Nomination Committee of the Board of Directors
董事会提名委员会职权范围

(revised and effective from 21 November 2011)

(经修订及由2011年11月21日起生效)

* *仅供识别*

SPARKLE ROLL GROUP LIMITED
耀莱集团有限公司*
(the "Company" and "本公司")

Terms of reference of the Nomination Committee (the "Committee") of the Board of Directors (the "Board") of the Company
本公司董事会(「董事会」)提名委员会(「委员会」)职权范围

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 6 October 2008.

2. Membership

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.

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

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.

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.

1. 组成

1.1 委员会乃按董事会在2008年10月6日举行之会议上通过之决议案成立。

2. 成员

2.1 委员会成员由董事会从本公司董事中委任,委员会人数须不少于三名,而大部份成员须为本公司之独立非执行董事。

2.2 委员会主席由董事会委任。

2.3 本公司之公司秘书为委员会之秘书。

2.4 经董事会及委员会分别通过决议案,方可撤销委员会成员之任命或委任额外委员会成员。

3. 委员会之会议程序

3.1 ***通知:***

(a) 除非委员会全体成员同意,否则召开委员会会议须发出最少七天通知。

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(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.

(b) 委员会成员或委员会秘书(应委员会成员要求时)可于任何时候召集委员会会议。会议通告必须亲身以口头或以书面形式或以电话、电子邮件、传真发送至各委员会成员不时通知秘书的电话号码或传真号码或地址或电邮地址或以各委员会成员可能不时决定的其他方式向各委员会成员发出。

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

(c) 以口头通知方式召开的会议,应在切实可行情况下尽快(及于会议召开前)以书面方式确实。

(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.

(d) 会议通知必须说明会议举行时间及地点,并须随附议程连同就该会议而言可能须经委员会成员考虑之其他文件。

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.

3.2 ***法定人数:***委员会会议之法定人数为两位委员会成员,而彼等大部须为独立非执行董事。

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

3.3 ***次数:***委员会每年最少举行一次会议,以检讨、制订及考虑委任、重新委任及罢免本公司董事(「董事」)的提名程序、前述事项在有关年度的实施及向董事会提呈有关董事任命人选的建议。

4. Written resolutions

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

4. 书面决议案

4.1 委员会成员可以书面方式通过任何书面决议案。

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

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.

(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.

5. 委员会成员之替任代表

5.1 委员会成员不能委任任何替任代表。

6. 委员会之权限

6.1 委员会可以行使以下权力:

(a) 要求本公司及其任何附属公司(统称「本集团」)任何雇员及专业顾问,提供委员会执行其职责所需的任何资料,并要求彼等任何人士编制及提交报告、出席委员会会议以及提供资料及解答委员会提问;

(b) 就委任或重新委任董事检讨董事的表现及独立非执行董事的独立性;

(c) 就本职权范围内任何事项寻求外部法律或其他独立专业意见(包括独立人力资源顾问公司或其他独立专业人士的意见)或协助,并于委员会认为有需要时,邀请具备相关经验及专业知识之外界人士出席委员会会议。有关费用由本公司承担;

(d) 每年检讨职权范围及履行职责的有效性,并向董事会建议作出其认为必要之修订;及

(e) 为使委员会能恰当地履行其于下文第七节下之职责而行使其可能认为必要及合宜之权力。

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

6.2 委员会应获提供充足资源以履行其职责。

7. Duties

7. 职责

7.1 The duties of the Committee shall be:

7.1 委员会之职责如下：

(a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis;

(a) 定期检讨董事会的架构、规模及组成（包括技能、知识及经验）；

(b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;

(b) 物色具备合适资格可担任董事的人士，挑选被提名人士出任董事；

(c) to assess the independence of the independent non-executive Directors;

(c) 评核独立非执行董事的独立性；

(d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors.

(d) 就董事委任或重新委任以及董事继任计划的有关事宜向董事会提出建议；

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

(e) 于任何董事辞任时与董事进行离职访谈，以确定其离职原因；

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

(f) 考虑董事会不时指明或指派的其他事项。

8. Minutes and records

8. 会议纪录及存档

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.

8.1 委员会秘书应保存各委员会会议之完整会议纪录及委员会所有书面决议案。

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.

8.2 委员会秘书应于委员会会议结束后或通过书面决议案前之合理时段内，将委员会会议纪录或书面决议案（视乎情况而定）之初稿及最后定稿发送予委员会全体成员，分别供各成员表达意见及作为记录。

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.

8.3 委员会秘书应保存本公司各财政年度内举行之所有委员会会议之纪录，以及具名记录每名委员会成员于有关财政年度内举行之会议之出席率。

9. Continuing application of the bye-laws of the Company

9. 本公司之公司细则之持续应用

9.1 The bye-laws 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.

9.1 倘在可予适用之范围内及未以此职权范围内之条文所取代，则本公司之公司细则中监管董事会议及会议程序之条文亦适用于委员会之会议及会议程序。

10. Amendments and Miscellaneous

10. 修订及其他

10.1 The Board may amend this Terms of Reference of Nomination Committee from time to time.

10.1 董事会可不时修订本提名委员会职权范围。

10.2 The English text of these Terms of Reference will prevail over the Chinese text in case of any inconsistency.

10.2 若此职权范围的中文与英文版不一致，一切以英文版为准。

(Revised and effective 21 November 2011)

（经修订及由2011年11月21日起生效）