SPARKLE ROLL GROUP LIMITED

耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號：970)

Terms of reference of
the Nomination Committee of the Board of Directors
董事會提名委員會職權範圍

(revised and effective from 2 September 2013)

(經修訂及由2013年9月2日起生效)

* *僅供識別*

SPARKLE ROLL GROUP LIMITED
耀萊集團有限公司*
(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
本公司董事會(「董事會」)提名委員會(「委員會」)職權範圍

1. Constitution

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

1. 組成

1.1 委員會乃按董事會在2008年10月6日舉行之會議上通過之決議案成立。

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.

2. 成員

2.1 委員會成員由董事會從本公司董事中委任，委員會人數須不少於三名，而大部份成員須為本公司之獨立非執行董事。

2.2 委員會主席由董事會委任。

2.3 本公司之公司秘書為委員會之秘書。

2.4 經董事會及委員會分別通過決議案，方可撤銷委員會成員之任命或委任額外委員會成員。

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.

3. 委員會之會議程序

3.1 ***通知：***

(a) 除非委員會全體成員同意，否則召開委員會會議須發出最少七天通知。

* *僅供識別*

(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) 委員會成員或委員會秘書(應委員會成員要求時)可於任何時候召集委員會會議。會議通告必須親身以口頭或以書面形式或以電話、電子郵件、傳真發送至各委員會成員不時通知秘書的電話號碼或傳真號碼或地址或電郵地址或以各委員會成員可能不時決定的其他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.

(c) 以口頭通知方式召開的會議,應在切實可行情況下盡快(及於會議召開前)以書面方式確實。

(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) 會議通知必須說明會議舉行時間及地點,並須隨附議程連同就該會議而言可能須經委員會成員考慮之其他文件。

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 ***法定人數:***委員會會議之法定人數為兩位委員會成員,而彼等大部須為獨立非執行董事。

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 ***次數:***委員會每年最少舉行一次會議,以檢討、制訂及考慮委任、重新委任及罷免本公司董事(「董事」)的提名程序、前述事項在有關年度的實施及向董事會提呈有關董事任命人選的建議。

4. Written resolutions

4. 書面決議案

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

4.1 委員會成員可以書面方式通過任何書面決議案。

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. 委員會成員之替任代表

5.1 委員會成員不能委任任何替任代表。

6. 委員會之權限

6.1 委員會可以行使以下權力：

(a) 要求本公司及其任何附屬公司（統稱「本集團」）任何僱員及專業顧問，提供委員會執行其職責所需的任何資料，並要求彼等任何人士編製及提交報告、出席委員會會議以及提供資料及解答委員會提問；

(b) 就委任或重新委任董事檢討董事的表現及獨立非執行董事的獨立性；

(c) 就本職權範圍內任何事項尋求外部法律或其他獨立專業意見（包括獨立人力資源顧問公司或其他獨立專業人士的意見）或協助，並於委員會認為有需要時，邀請具備相關經驗及專業知識之外界人士出席委員會會議。有關費用由本公司承擔；

(d) 每年檢討職權範圍及履行職責的有效性，並向董事會建議作出其認為必要之修訂；及

(e) 為使委員會能恰當地履行其於下文第七節下之職責而行使其可能認為必要及合宜之權力。

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

6.2 委員會應獲提供充足資源以履行其職責。

7. Duties

7. 職責

7.1 The Committee shall report to the Board and the duties of the Committee shall be:

7.1 委員會需向董事會滙報，而委員會之職責如下：

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

(a) 定期檢討董事會的架構、規模及組成（包括技能、知識及經驗）；

(b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable candidates, the Committee shall consider candidates on merit against the objective criteria, with due regard for the benefits of diversity on the Board;

(b) 物色具備合適資格可擔任董事的人士，挑選被提名人士出任董事。委員會物色合適人選時，應考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益；

(c) to assess the independence of the independent non-executive Directors by referring the guidelines described in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

(c) 參照香港聯合交易所有限公司證券上市規則第3.13條所述指引評核獨立非執行董事的獨立性；

(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繼任計劃的有關事宜向董事會提出建議；

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

(e) 於任何董事辭任時與董事進行離職訪談，以確定其離職原因；

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

(f) 考慮董事會不時指明或指派的其他事項。

8. Minutes and records

8. 會議紀錄及存檔

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 委員會秘書應保存各委員會會議之完整會議紀錄及委員會所有書面決議案。

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 委員會秘書應於委員會會議結束後或通過書面決議案前之合理時段內，將委員會會議紀錄或書面決議案（視乎情況而定）之初稿及最後定稿發送予委員會全體成員，分別供各成員表達意見及作為記錄。

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 委員會秘書應保存本公司各財政年度內舉行之所有委員會會議之紀錄，以及具名記錄每名委員會成員於有關財政年度內舉行之會議之出席率。

9. <u>Continuing application of the bye-laws of the Company</u>

9. <u>本公司之公司細則之持續應用</u>

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 倘在可予適用之範圍內及未以此職權範圍內之條文所取代，則本公司之公司細則中監管董事會議及會議程序之條文亦適用於委員會之會議及會議程序。

10. <u>Amendments and Miscellaneous</u>

10. <u>修訂及其他</u>

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

10.1 董事會可不時修訂本提名委員會職權範圍。

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

10.2 若此職權範圍的中文與英文版不一致，一切以英文版為準。

(Revised on 21 November 2011)

（經修訂於2011年11月21日）

(Revised and effective from 2 September 2013)

（經修訂及由2013年9月2日起生效）