

HUAYU EXPRESSWAY GROUP LIMITED

華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

華昱高速集團有限公司
(一家於開曼群島註冊成立的有限責任公司)
(「本公司」)

Terms of reference of the Nomination Committee (“Committee”) of the Board of Directors (“Board”) of the Company

本公司董事會(「董事會」)
提名委員會(「委員會」)職權範圍及程序

1. Constitution 組成

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 30 November 2009, with responsibilities to:

委員會是按董事會於2009年11月30日會議通過的決議案成立的，其職責為：

- (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 corporate strategy of the Company;
至少每年一次檢討董事會的架構、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 independent non-executive directors of the Company; and
評核本公司獨立非執行董事的獨立性；及
- (d) make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the 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)繼任計劃向董事會提出建議。

2. Membership 成員

2.1 Members of the Committee (the “Members”, and each a “Member”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.

委員會成員(「委員」)須由董事會從本公司的董事中委任。委員會最少由三名成員組成，大部份成員必須是獨立非執行董事。

2.2 The Board shall appoint a Member as the chairman of the Committee (the “Chairman”), who must be the chairman of the Board or an independent non-executive director of the Company.

委員會主席(「主席」)由董事會委任，而主席必需為董事會主席或獨立非執行董事。

- 2.3 The appointment of the Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
董事會及委員會分別通過決議，方可對委員進行罷免或委任額外人士成為委員。
- 2.4 The secretary of the Company shall act as the secretary of the Committee.
本公司秘書將成為委員會秘書。
- 2.5 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 (the “**Listing Rules**”) as amended from time to time.
委員會的組成應遵守經不時修訂的《香港聯合交易所有限公司證券上市規則》（「上市規則」）的要求。

3. Proceedings of the Committee 會議程序

- 3.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
委員會每年至少召開一次會議。委員會可按工作量召開額外會議。
- 3.2 Unless otherwise agreed by all the Members, a meeting shall be convened by at least seven (7) days’ notice.
除非全體委員同意，委員會的會議通知期，不應少於七天。
- 3.3 A Member or the secretary of the Company may at any time summon a Committee meeting.
任何一位委員或本公司公司秘書於任何時間均可召開委員會會議。
- 3.4 Notice shall be given to each Member orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Member or in such other manner as the Members may from time to time determine.
會議通知可通過口頭形式、書面形式、或以電話、傳真或電郵方式按照委員不時通知本公司秘書的號碼和地址致委員，或以委員不時議定的方式發出予各委員。
- 3.5 Any notice given orally shall be followed by confirmation in writing provided by the relevant Member before the meeting.
以口頭形式做出的通知，相關的委員應在會議召開前以書面方式確認。
- 3.6 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 for the purposes of the meeting.
會議通知必須說明會議的時間、地點，並提供會議議程以及委員參加會議所需審閱的其它文件。
- 3.7 The quorum of the Committee meeting shall be two Members.
委員會的會議法定出席人數為兩位委員。
- 3.8 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each Member can hear and be heard by all the other Members throughout the meeting and such participation shall constitute presence for purposes of the quorum as set out in Paragraph 3.7.
委員可透過電話或視像會議或電子或其它通訊設備參與會議，而各委員和其它委員均能聽對方說話，該委員以上述方式參與會議將等同出席會議並計入第3.7條法定出席人數內。
- 3.9 Other Board members shall also have the right of attendance.
其他董事會成員均有權出席會議。

4. Written resolutions 書面決議

- 4.1 Written resolutions may be passed by all Members in writing in lieu of convening a Committee meeting.
委員可以以書面贊成方式通過書面決議而不召開委員會會議，惟必須所有委員同意。

5. Alternate Committee members 委任代表

- 5.1 A Member may not appoint any alternate.
委員不能委任代表。

6. Authorities of the Committee 薪酬委員會的權力

- 6.1 The Committee has the authority delegated to it from the Board to deal with the matters as set out in these terms of reference.
委員會獲董事會授權處理本職權範圍及程序的事項。
- 6.2 The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its duties.
委員會應獲給予充足資源以履行其職責。如有需要，委員會應徵詢獨立的專業意見以履行其職責，而有關的費用需由公司負責。
- 6.3 These terms of reference shall be made available by making it available on the website of the Company and on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.
本職權範圍及程序應登載於本公司的網站上和香港聯合交易所有限公司於www.hkexnews.hk的網站上的方式公開。

7. Reporting procedures 報告程序

- 7.1 The secretary of the Company shall circulate the draft minutes of the meetings of the Committee to all Members for their comment within a reasonable time. Final minutes and reports of the meetings and all written resolutions of the Committee shall be sent to all Members within a reasonable time after the meetings.
本公司秘書應將委員會會議記錄初稿於合理時間內，送交委員會所有成員評閱。委員會會議記錄及書面決議應於會議結束後的合理時間內，送交所有委員。
- 7.2 The Chairman shall report to the Board on regular basis and present the findings and the recommendation of the Committee to the Board at the next Board meeting.
委員會主席應定期向董事會申報及在下次董事會向董事會提交委員會之發現和建議。
- 7.3 Full minutes of Committee meeting and written resolutions of the Committee shall be kept by the secretary of the Company and shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.
本公司秘書應存置完整的會議記錄及書面決議，若有任何本公司董事發出合理通知，應公開有關會議紀錄供其在任何合理的時段查閱。

8. Continuing application of the articles of association of the Company 本公司章程的持續適用

8.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company 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.

本公司章程作出的規範的董事會會議程序的規定，如果其也適應於委員會會議並未被該等職權範圍及程序所取代，那麼應適用於委員會的會議程序。

9. Powers of the Board 董事會權利

9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 “Corporate Governance Code and Corporate Governance Report”), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

本職權範圍及程序，可以由董事會在遵守本公司章程及上市規則（包括附錄十四《企業管治守則》及《企業管治報告》）的前提下，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或採取的行動的有效性。

10. Language 語言

If there is any inconsistency between the English and Chinese terms of reference, English version will prevail.
如本職權範圍的中英文之間有歧異，以英文版為準。