



**eprint Group Limited**  
**eprint 集團有限公司**

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

**eprint Group Limited**  
**eprint 集團有限公司**  
**(“Company” and “本公司”)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**董事會(“董事會”) 提名委員會(“委員會”)**  
**權責範圍及程序**

**(Revised on 25 February 2019)**  
**(於 2019 年 2 月 25 日修訂)**

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(中文本為翻譯稿，僅供參考用)

**1. Constitution**

**組成**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 13 November 2013.

本委員會是按本公司董事會於 2013 年 11 月 13 日會議通過成立的。

**2. Membership**

**成員**

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.

委員會成員由董事會從董事中挑選，委員會人數最少三名，而大部份之成員須為本公司的獨立非執行董事。

2.2 The chairman of the Committee shall be appointed by the Board and shall be chairman of the Board or an independent non-executive director.

委員會主席由董事會委任並由董事會主席或獨立非執行董事擔任。

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

本公司的公司秘書為委員會的秘書。

2.4 The appointment of the members and secretary 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.

經董事會及委員會分別通過決議，方可委任額外的委員會成員、更替或罷免委員會的成員或秘書。

### 3. **Proceedings of the Committee**

### **會議程序**

#### 3.1 ***Notice:***

會議通知：

(a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.

(a) 除非委員會全體成員同意，委員會的會議通知期，不應少於七天。

(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) 任何委員會成員或委員會秘書(應委員會成員的請求時)可於任何時候召集委員會會議。召開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、傳真或其他委員會成員不時議定的方式發出予各委員會成員(以該成員最後通知秘書的電話號碼、傳真號碼、地址或電子郵箱地址為準)。

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

(c) 口頭會議通知應儘快(及在會議召開前)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) 會議通告必須說明開會目的、開會時間、地點、議程及隨附有關文件予各成員參閱。

3.2 ***Quorum:*** The quorum of the Committee meeting shall be two members of the Committee.

**法定人數：**會議法定人數為兩位成員。

3.3 **Frequency:** Meetings shall be held at least once a year

開會次數：每年最少開會一次。

#### 4. Written resolutions

#### 書面決議

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

委員會成員可以書面決議方式通過任何決議，惟有關書面決議必須由所有委員會成員簽字同意。

#### 5. Alternate Committee members

#### 委任代表

5.1 A Committee member may not appoint any alternate.

委員會成員不能委任代表。

#### 6. Authority of the Committee

#### 委員會的權力

6.1 The Committee may exercise the following powers:

委員會可以行使以下權力：

(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;

(a) 要求本公司及其任何附屬公司(合稱“**本集團**”)的任何雇員及專業顧問向委員會提供其為執行其職責而需要的任何資料，並向委員會提交報告、出席委員會會議及提供所需資料及解答委員會提出的有關問題；

(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;

(b) 就董事的委任或重新委任，評審有關董事的表現及有關獨立非執行董事的獨立性；

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| <p>(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. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;</p> | <p>(c) 按照其職權範圍就相關事項向外界尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士)。如委員會需要，可邀請具備相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認為適當的調查(包括但不限於訴訟、破產及信譽查冊)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔；</p> |
| <p>(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</p>   | <p>(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討並向董事會提出其認為須要的修訂建議；及</p>  |
| <p>(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.</p>   | <p>(e) 為使委員會能合理地執行本職權範圍第七章所列的職責，其認為有需要及有益的權力。</p>   |
- 6.2 The Committee should be provided with sufficient resources to discharge its duties.
- 委員會應獲提供充足資源以履行其職責。

## 7. Duties

7.1 The duties of the Committee shall be:

- (a) to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of the independent non-executive directors;
- (d) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

## 委員會的職責

委員會負責履行以下職責：

- (a) 至少每年檢討董事會的架構、人數、組成及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)，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) 訂定提名董事的政策，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。委員會於物色合適人士時，應考慮有關人士的長處，並以客觀條件充分顧及董事會成員多元化的裨益；
- (c) 評核獨立非執行董事的獨立性；
- (d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及每年在《企業管治報告》內披露檢討結果；
- (e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，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。

## 8. Nomination Policy and Procedure

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit committee, and the remuneration committee and the Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any Committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/Committee meetings;

## 提名政策和程序

為確保董事會的變更能夠在不受干擾的情況下進行，在甄選、委任及重選董事時的過程應為正式且審慎和具透明度，及有序地計劃繼承（如果認為有必要），當中包括定期審查該計劃。任命新董事（額外董事或填補臨時空缺）或重新委任董事，均由董事會根據委員會對建議候選人的推薦意見作出決定。

考慮候選人是否符合資格建基於彼能否付出足夠時間和精力處理公司的事務，並有助於董事會的多樣化以及有效執行董事會職責，尤其是以下責任：

- (a) 參加董事會會議並就公司策略、政策、績效、問責制、資源、主要任命和行為守則等問題作出獨立判斷；
- (b) 出現潛在利益衝突時發揮領導作用；
- (c) 如為非執行董事候選人，倘受邀時，須在審計委員會，薪酬委員會和委員會和其他相關董事會委員會任職；
- (d) 通過定期出席和參與董事會及其擔任成員的委員會會議並以其技能、專業知識、不同背景及資歷與多樣化為董事會或任何委員會帶來一系列的商業和財務經驗。

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| <p>(e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;</p> <p>(f) ensuring the Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and</p> <p>(g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.</p> | <p>(e) 審核公司達成其商定的企業目標及指標表現，並監督績效報告;</p> <p>(f) 確保所服務的委員會履行董事會賦予他們的權力和職能; 及</p> <p>(g) 須遵守董事會不時訂明或載於本公司的組織章程，或法例規定，或根據上市規則（如適用）。</p> |
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If the candidate is proposed to be appointed as an independent non-executive Director ("INED"), his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

如候選人建議委任為獨立非執行董事，其獨立性須按照上市規則第3.13條所列進行評估，惟受限於聯交所將不時作出修訂。在適用的情況下，根據上市規則第3.10(2)條，須評估候選人的教育程度、資格和經驗以考慮是否備有適當的專業資格或與會計相關的財務管理專業知識，以填補獨立非執行董事的職位。

## **9. Minutes and records**

- 9.1 Full minutes of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee.
- 9.2 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.

## **會議紀錄**

委員會的完整會議紀錄及書面決議應由委員會秘書保存。

委員會秘書應於委員會會議結束後或書面決議簽署前的合理時段內，把委員會會議紀錄或書面決議（視乎情況而定）的初稿及最後定稿發送委員會全體成員（初稿供成員表達意見，最後定稿作其紀錄之用）。



9.3 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.

委員會秘書應就年內委員會所有會議紀錄存檔，以及具名紀錄每名成員於委員會會議的出席率。

**10. Continuing application of the articles of association of the Company** 本公司組織章程的持續適用

10.1 The articles of association 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.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，適用於委員會的會議程序。

**11. Powers of the Board**

**董事會權力**

11.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), 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.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄十四《企業管治守則》及《企業管治報告》或本公司自行制定的企業管治常規守則(如被採用))，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已採取的行動的有效性。

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