



浙江永隆实业股份有限公司

Zhejiang Yonglong Enterprises Co., Ltd. *

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8211)

**TERMS OF REFERENCE FOR THE
NOMINATION COMMITTEE**

提名委员会职权范围书

(updated on 26 November 2012)
(于二零一二年十一月二十六日更新)

Zhejiang Yonglong Enterprises Co. Ltd.

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Terms of Reference for Nomination Committee

(updated on 26 November 2012)

提名委员会职权范围书(于二零一二年十一月二十六日更新)

Nomination Committee members : *Independent Non-Executive Directors*
提名委员会成员 独立非执行董事

Mr. Luk Guo Qing 陆国庆先生 (upto 26/11/2012 截至 2012 年 11 月 26 日)	V
Mr. Zhu Yu Lin 竺玉林先生 (upto 26/11/2012 截至 2012 年 11 月 26 日)	V
Mr. Zong Pei Min 宗佩民先生 (upto 26/11/2012 截至 2012 年 11 月 26 日))	V
Mr. Li Hui Peng 李会鹏先生 (appointed on 26/11/2012 于 2012 年 11 月 26 日获委任)	V
Mr. Qin Fu 秦甫先生 (appointed on 26/11/2012 于 2012 年 11 月 26 日获委任)	V
Mr. Xu Wei Dong 徐维栋先生 (appointed on 26/11/2012 于 2012 年 11 月 26 日获委任)	V
Mr. Xia Xan Fu 夏先夫先生	

Chairman of the Nomination Committee :
提名委员会主席:

Mr. Qin Fu 秦甫先生

Secretary of the Nomination Committee :
提名委员会秘书:

Ms. Chen Yen Yung 陈燕云小姐

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Constitution

组织

1. The board hereby resolves to establish a Nomination Committee of the board to be known as the Nomination Committee.

董事会现决议于董事会辖下成立一个提名委员会。

Membership

成员

2. The members of the Nomination Committee shall be appointed by the board from amongst the Board of Directors of the Company and shall consist of not less than three members, a majority of whom should be independent. A quorum shall be two members.

提名委员会成员须由董事会从本公司的董事中委任。提名委员会最少须由三名成员组成，其中大部分应为独立人士，提名委员会的法定人数为两人。

3. The Chairman of the Nomination Committee shall be appointed by the board and should be an independent director.

提名委员会主席须由董事会委任，并且应为独立董事。

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

提名委员会秘书为公司秘书。提名委员会秘书或其未克出席，其代表或任何一位提名委员会会员将出任提名委员会会议秘书。

Proceeding of meetings

会议程序

5. The provisions of the articles of association of the Company regulating the meetings and proceedings of the meetings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall *mutatis mutandis* apply to regulate the meetings and the proceedings of the Nomination Committee.

本公司细则所载规管董事会会议及程序的条文(至目前为止适用于并符合本

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职权范围之条文), 应用以规管提名委员会会议及程序。

Authority

权力

6. The Nomination Committee is authorized by the board with the objective to ensure a fair and transparent process of the Board appointments, in particular to assist the Board to identify suitable candidates and make recommendations for consideration by the Board and the shareholders of the Company.

提名委员会在董事会授权下, 为确保董事会委任过程的公平性及透明度, 尤其协助董事会物色合适人选并向董事会及股东提供建议以作考虑。

7. The Nomination Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

提名委员会须直接向董事会汇报其决定或提议, 除法律或监管规定限制者外(如法律要求对公布之限制)。

8. The Nomination Committee shall be provided with sufficient resources to perform its duties.

提名委员会应获供给充足资源以履行其职责。

9. The Nomination Committee is authorised to obtain advice or assistance from any person, including professional consultants, whom it regards as competent to give such advice or assistance, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Nomination Committee shall have sole authority to approve related fees and retention terms.

提名委员会获授权向任何人士咨询意见及寻求协助, 该等人士包括其认为有足够能力提供该意见或协助的专业顾问; 如有需要, 可邀请具备相关经验及专业知识的外界人士出席会议。提名委员会拥有批核相关费用及续约条款的唯一权力。

10. The Nomination Committee may delegate its authority to subcommittees or the chairman of the Nomination Committee when it deems appropriate and in the best interests of the Company

提名委员会可在其认为合宜并在本公司之最大利益的情况下, 将其权力转授属

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下委员会或提名委员会主席。

Duties

职务

11. The duties of the Nomination Committee shall be :

提名委员会的职务如下：

- (a) to 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 Company's corporate strategy;

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- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorship;

物色具备合适资格可担任董事的人士，并挑选提名有关人士出任董事或就此向董事会提供意见；

- (c) to assess the independence of the independent non-executive directors of the Company; and

评核本公司独立非执行董事的独立性；

- (d) to make recommendations to the Board on the appointment or re-appointment or re-designation of directors and succession planning for directors, in particular the chairman and the chief executive officer.

就董事的委任或重新委任或调任，以及董事（尤其是主席及行政总裁）继任计划的有关事宜向董事会提出建议。

Reporting responsibility and procedures

汇报责任及程序

12. The secretary to the Nomination Committee shall keep full minutes of all Nomination Committee meetings. Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination

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Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting. The secretary shall also circulate the minutes of meetings, reports and all written resolutions of the Nomination Committee to all members of the Board.

提名委员会秘书应保存提名委员会会议的完整记录。会议记录应对会议上提名所讨论之事项及所达成的决定作详细记录，其中应包括提名委员的任何疑虑或反对意见。会议纪录的初稿及最后定稿应在会议后一段合理时间内先后发送提名委员会全体成员，初稿供成员表达意见，最后定稿作其纪录之用。提名委员会秘书亦应将提名委员会会议记录、报告及所有书面决议案向董事会全体成员传阅。

Powers of the Board

13. The Board may, subject to compliance with the Bye-Laws of the Company and the GEM Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

本职权范围所有规则及提名委员会通过的决议，可以由董事会在不违反本公司细则及创业板上市规则的前提下随时修订、补充及废除，惟有关修订、补充及废除，并不影响任何在有关行动作出前，提名委员会已经通过的决议或已采取的行动的有效性。

Publication of the terms of reference of the Nomination Committee

刊登提名委员会职权范围

14. The terms of reference of the Nomination Committee will be posted on the website of the Company, and will be made available upon request.

提名委员会的职权范围应登载于本公司网站上，及只要在有人要求时，便提供有关资料。