

**PAN ASIA ENVIRONMENTAL PROTECTION
GROUP LIMITED**

泛亚环保集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(于开曼群岛注册成立之有限公司)

(Stock code: 556)

(股份代号: 556)

**Terms of Reference of
the Nomination Committee of the Board of Directors**
董事会提名委员会职权范围及程序

(Revised on 30 March 2012)

(于 2012 年 3 月 30 日修订)

Pan Asia Environmental Protection Group Limited
泛亚环保集团有限公司
(“Company” and “本公司”)

Terms of Reference of the Nomination Committee (“Committee”)
of the Board of Directors (“Board”) of the Company
董事会(“董事会” 提名委员会(“委员会”)
权责范围及程序

(中文本为翻译稿，仅供参考用)

- | | |
|--|--|
| 1. <u>Constitution</u> | <u>组成</u> |
| 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 1 December 2007. | 本委员会是按本公司董事会于2007年12月1日会议通过成立的。 |
| 2. <u>Membership</u> | <u>成员</u> |
| 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. At the establishment of the Committee, the initial members are: Mr. Lai Wing Lee, Professor Wang Guozhen, Mr. Leung Shu Sun Sunny and Mr. Jiang Quanlong. | 委员会成员由董事会从董事中挑选，委员会人数最少三名，而大部份之成员须为本公司的独立非执行董事。委员会成立时的初始委员是：赖永利先生、王国珍教授、梁树新先生及蒋泉龙先生。 |
| 2.2 The Chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive director. | 委员会主席由董事会委任，并须由董事会主席或独立非执行董事担任。 |
| 2.3 The company secretary of the Company shall be the secretary of the Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members of the Committee present at the meeting, shall attend the meeting of the Committee and take minutes. | 本公司的公司秘书为委员会的秘书。若公司秘书缺席，其委派代表或由委员会在会议上委任的人士，将可出席委员会会议及记录会议纪录。 |
| 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. | 经董事会及委员会分别通过决议，方可委任额外或罢免委员会成员。 |

3. Proceedings of the Committee

会议程序

3.1 *Notice:*

会议通知:

- (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- (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.
- (c) Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- (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. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

除非委员会全体成员同意，委员会的会议通知期，不应少于七天。

任何委员会成员或委员会秘书（应董事的请求时）可于任何时候召集董事会议。召开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、传真或其他委员会成员不时议定的方式发出予各委员会成员(以该成员最后通知秘书的电话号码、传真号码、地址或电子邮箱地址为准)。

口头会议通知应尽快(及在会议召开前)以书面方式确实。

会议通告必须说明开会目的、开会时间、地点、议程及随附有关文件予各成员参阅。会议议程及相关文件应至少在会议举行日期前三天(或由成员协定的其他时限)送交委员会全体成员及其他出席会议人士。

- 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.

会议法定人数为两位成员，而大部份出席的成员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 ("Directors") of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors.

次数：每年最少开会一次，以厘定、检讨及考虑本公司就董事委任、重新委任及罢免的提名程序、前述事项在有关年度的实施及向董事会提呈出任董事候选人的建议。

- 3.4 **Attendance:** Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree. The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Committee.
- 委员会成员可亲自出席会议，或透过其他电子沟通方式或由成员协定的其他方式参与会议。其他董事、公司秘书(或其委派的代表)、人力资源部主管及相关高级管理人员及任何由一位委员会成员邀请的人士通常可出席委员会会议。
- 4. Written resolutions**
- 4.1** Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Committee.
- 书面决议**
- 在不影响香港联合交易所有限公司证券上市规则(「《上市规则》」)的任何规定下，委员会可在全体成员同意下通过及采纳书面决议案。
- 5. Alternate Committee members**
- 5.1** A Committee member may not appoint any alternate.
- 委任代表**
- 委员会成员不能委任代表。
- 6. Authorities of the Committee**
- 6.1** The Committee may exercise the following powers:
- 委员会的权力**
- 委员会可以行使以下权力：
- (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;
- 要求本公司及其任何附属公司(合称“**本集团**”)的任何雇员及专业顾问，提供委员会为执行其职责而需要资料，并提交报告、出席委员会会议及提供所需资料及解答有关问题；
- (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;
- 于董事的委任或重新委任，评审董事的表现及独立非执行董事的独立性；
- (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
- 按照其职权范围就相关事项向外界寻求法律或其他独立专业意见(包括独立的人力资源顾问公司或其他独立专业人士)。如委员会须要，可邀请具备相关经验及专业才能的外界人士出席委员会会议。委员会有权进行其认为适当的调查(包括但不限于诉讼、破产及信誉查册)、报告或或公开征募及取得充足资源以履行其职责。前述费用均由本公司承担；

sufficient resources to discharge its duties;

- | | | |
|-----|--|---|
| (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 | 对本职权范围及履行其职权的有效性作每年一次的检讨并向董事会提出其认为须要的修订建议；及 |
| (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. | 为使委员会能合理地执行本职权范围第七章所列的职责，其认为有需要及有益的权力。 |

- | | | |
|-----|---|--------------------|
| 6.2 | The Committee should be provided with sufficient resources to discharge its duties. | 委员会应获提供充足资源以履行其职责。 |
|-----|---|--------------------|

7. Duties of the Committee

委员会的职责

- | | | |
|-----|---------------------------------------|--------------|
| 7.1 | The duties of the Committee shall be: | 委员会负责履行以下职责： |
|-----|---------------------------------------|--------------|

- | | | |
|-------|---|---|
| (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; | 至少每年检讨董事会的架构、人数及组成(包括技能、知识及经验)并就任何为配合本公司的公司策略而拟对董事会作出的变动提出建议； |
| (b) | to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship; | 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; | 评核独立非执行董事的独立性； |
| (d) | to make recommendations to the Board on: | 向董事会提呈下列事项的建议： |
| (i) | the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board; | 董事会成员所要求的作用、责任、能力、技术、知识及经验； |
| (ii) | the policy on the terms of employment of non-executive Directors; | 委聘非执行董事的政策； |
| (iii) | the composition of the audit committee, remuneration committee and other board committees of the Company; | 审核委员会、薪酬委员会及其他董事会委员会的组成； |
| (iv) | proposed changes to the structure, size and composition of the Board; | 董事会的架构、人数及组成拟作出的变动； |
| (v) | candidates suitably qualified to become members of the Board; | 具备合适资格担任董事的人士； |
| (vi) | the selection of individuals nominated for directorship; | 挑选被提名人士出任董事的； |

- | | | |
|--------|--|---|
| (vii) | the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board; | 轮流退任董事的重新委任，于此，须考虑其等的工作表现及对董事会继续作出贡献的能力； |
| (viii) | the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director; | 在任多于九年的独立非执行董事的去留问题，并就该等独立非执行董事的继续委任与否向本公司股东就审议有关决议案赞成与否提供建议； |
| (ix) | relevant matters relating to the appointment, re-appointment of Directors; and | 委任及重新委任董事的相关事项；及 |
| (x) | succession planning for Directors in particular the chairman and the chief executive officer; | 董事接替计划的相关事宜(尤其是主席及行政总裁)； |
| (e) | to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference: | 在履行上述责任或本职权范围项下的其他责任，对下列各项给予充份考虑： |
| (i) | succession planning of Directors; | 董事接替计划； |
| (ii) | leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others; | 本集团为保持或加强本集团的竞争优势所需要的领导才能； |
| (iii) | changes in market environment and commercial needs of the market in which the Group operates; | 市场环境的转变及本集团营运市场的商业需要； |
| (iv) | the skills and expertise required from members of the Board; and | 董事会成员所须的技能及专才；及 |
| (v) | the relevant requirements of the Listing Rules with regard to directors of a listed issuer; | 上市规则对上市发行人的董事的相关要求； |
| (f) | in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts | 检讨及就所有按上市规则第13.68条须事先取得本公司股东批准的现董事或建议委任董事与集团成员的拟定服务合同，向本公司股东就该拟定服务合同条款的公平及合理性、服务合同对本公司及整体股东而言是否有利及本公司股东应怎样作表决，向本公司股东提呈建议； |

are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

- (g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board; 确保每位被委任的非执行董事于被委任时均取得正式委任函件，当中须订明对其等之要求，包括工作时间、董事会委员会服务要求及参予董事会会议以外的工作；
- (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure; and 会见辞去本公司董事职责的董事并了解其离职原因；及
- (i) to consider other matters as set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time), or as defined or assigned by the Board from time to time. 考虑及执行包括载列于《上市规则》附录 14 之《企业管治守则》相关守则条文(不时作出修订)的事项，或董事会不时委派的其他事项。

8. Minutes and records

会议纪录

- 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 and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice. 委员会的完整会议纪录及书面决议应由委员会秘书保存，并应在任何委员会或董事会成员发出合理通知时，公开有关会议纪录供其在任何合理的时段查阅。
- 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. 委员会秘书应于委员会会议结束后或书面决议签署前的合理时段内，把委员会会议纪录或书面决议(视乎情况而定)的初稿及最后定稿发送委员会全体成员(初稿供成员表达意见，最后定稿作其纪录之用)。
- 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. 委员会秘书应就年内委员会所有会议纪录存档，以及具名纪录每名成员于委员会会议的出席率。

9. Reporting responsibilities

汇报责任

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

提名委员会应向董事会汇报其决定或建议，除非受法律或监管限制所限而不能作此汇报（例如因监管规定而限制披露）。

10. Annual general meeting

股东周年大会

- 10.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.

委员会主席应出席股东周年大会（若委员会主席未克出席，则委员会的另一名成员出席，或如该名成员未能出席，则其适当委任的代表出席），并于会上回答有关委员会的工作及责任的提问。

11. Continuing application of the articles of association of the Company

本公司组织章程的持续适用

- 11.1 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.

就前文未有作出规范，但本公司章程细则作出了规范的董事会会议程序的规定，适用于委员会的会议程序。

12. Powers of the Board

董事会权力

- 12.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Code on Corporate Governance Practices 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.

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司章程及联交所上市规则的前提下（包括联交所上市规则之附录十四《企业管治常规守则》或公司自行制定的企业管治常规守则（如被采用）），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，委员会已经通过的决议或已采取的行动的有效性。

30 March 2012
2012年3月30日

Adoption and amendment records: First adopted by the Board at its meeting held on 1 December 2007 and amended on 30 March 2012.

采纳及变更记录：由董事会于2007年12月1日通过的决议案首次采纳，于2012年3月30日作出更改。