



明輝國際控股有限公司

MING FAI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code股份代號：03828)

(the “Company”)

(「本公司」)

NOMINATION COMMITTEE – TERMS OF REFERENCE

提名委員會職權範圍

1. Membership

成員

- 1.1 The Nomination Committee of the Company (the “**Nomination Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”).
本公司之提名委員會（「**提名委員會**」）應由本公司之董事會（「**董事會**」）委任。
- 1.2 The majority of the members of the Nomination Committee (the “**Members**”) shall be independent non-executive directors of the Company (“**INEDs**”).
提名委員會成員（「**成員**」）須以本公司之獨立非執行董事（「**獨立非執董**」）佔大多數。
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED or the Chairman of the Board.
提名委員會的主席須由董事會委任及須為獨立非執董或董事會之主席。
- 1.4 At least one Member of a different gender should be appointed.
須委任至少一名不同性別的成員。

2. Secretary

秘書

- 2.1 The Company Secretary of the Company shall be the secretary of the Nomination Committee.
本公司之公司秘書應為提名委員會的秘書。
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.
提名委員會可不時委任任何其他具有合適資格和經驗的人士擔任提名委員會秘書。

3. Meetings

會議

- 3.1 The Nomination Committee shall meet at least annually.
提名委員會每年須最少召開一次會議。

- 3.2 Two Members present in person shall be a quorum for a Nomination Committee meeting unless the Board has otherwise determined. Members could attend the Nomination Committee meetings in person, by telephone or by other electronic means.

提名委員會會議的法定人數須為兩名成員，惟董事會另有決定除外。成員均可透過親身出席、電話或其他電子方式參加提名委員會會議。

- 3.3 Notice has to be given at least 7 days prior to any Nomination Committee meeting being held, unless all Members waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by all Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

通知最少須於提名委員會會議舉行7天前發出，惟全體成員同意豁免該通知除外。如獲全體成員同意以較短通知期召開該會議，該會議將仍視作妥為召開。成員出席該會議將視作同意該較短通知期。如果會議延期少於14天，無須就延會另行發出通知。

- 3.4 A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a Nomination Committee meeting duly convened and held.

由全體成員簽署之書面決議將猶如在妥為召開及舉行之提名委員會會議上通過的決議案般具有同等效力及作用。

- 3.5 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all Members for their comment and records respectively, within a reasonable time after the meetings are held.

會議紀錄應由提名委員會秘書備存。會議紀錄的初稿及最終定稿應在提名委員會會議結束後之合理時間內先後發送全體成員，初稿供成員表達意見，最終定稿則作其紀錄之用。

4. Attendance and Voting at Meetings

出席會議及投票

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (in case if not a Member) and other persons may attend whole or part of any meetings.

董事會主席及/或行政總裁（如非成員）及其他人士，如獲提名委員會邀請，可出席任何整個或部份會議。

- 4.2 Only Members are entitled to vote at the Nomination Committee meetings.

只有成員有權在提名委員會會議上投票。

5. Annual General Meeting

股東週年大會

- 5.1 The Chairman of the Nomination Committee or a Member shall attend the Company's annual general meetings and be prepared to respond to shareholders' questions on the activities and responsibilities of the Nomination Committee.

提名委員會主席或一名成員須出席本公司之股東週年大會，並須為回答股東就提名委員會的活動和職責之提問作準備。

6. Functions and Authority

職能及權力

- 6.1 The Nomination Committee is appointed by the Board to, having regard to the nomination policy and board diversity policy of the Company, make recommendations to the Board so as to ensure that all nominations are fair and transparent.
提名委員會由董事會委任，並於考慮本公司之提名政策及董事會成員多元化政策後，向董事會作出推薦建議以確保一切提名均屬公平及具透明度。
- 6.2 The Nomination Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company's expense.
董事會授權提名委員會透過善用內部資源及中介機構以物色合資格之董事人選，並由本公司支付有關開支。
- 6.3 The Nomination Committee is authorized by the Board to conduct interviews with prospective candidates for nomination.
董事會授權提名委員會與各準提名人選進行面試。
- 6.4 The Nomination Committee is authorized by the Board where necessary to seek independent professional advice ^{Note 1}.
董事會授權提名委員會，如認為有需要，可尋求獨立專業意見 ^{附注 1}。
- 6.5 The Nomination Committee shall be provided with sufficient resources to discharge its duties.
提名委員會應獲供給充足資源以履行其職責。

7. Responsibilities

責任

- 7.1 To review and monitor the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
至少每年檢討及監察董事會的架構、人數和組成（包括技能、知識、經驗及多元化方面）、協助董事會編制董事會技能表，並就任何為配合本公司策略而擬對董事會作出的變動提出建議。
- 7.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the nomination policy and board diversity policy of the Company.
於充分考慮本公司之提名政策及董事會成員多元化政策後，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出建議。

- 7.3 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 Officer, having due regard to the nomination policy and board diversity policy of the Company.
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，於充分考慮本公司之提名政策及董事會成員多元化政策後向董事會提出建議。
- 7.4 To assess of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively.
就每名董事對董事會投入的時間及貢獻、能否有效履行職責作出評估。
- 7.5 To assess the independence of INEDs.
評核獨立非執董之獨立性。
- 7.6 To review the board diversity policy of the Company annually and make recommendations to the Board on measurable objectives for achieving diversity of the Board as appropriate and monitor the progress on achieving the objectives.
每年檢討本公司之董事會成員多元化政策，並就達致董事會成員多元化之可計量目標向董事會提出建議，以及監察達標的進度。
- 7.7 To review the nomination policy of the Company periodically.
定期檢討本公司之提名政策。
- 7.8 To support the Company's regular evaluation of the Board's performance.
支援本公司定期評估董事會表現。
- 7.9 To report to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.
向董事會匯報其決定或建議，但受法律或監管規定限制者除外。

8. Publication of these Terms of Reference

本職權範圍之刊載

- 8.1 These terms of reference will be published on the HKEXnews website of The Stock Exchange of Hong Kong Limited and the website of the Company.
本職權範圍將刊載於香港聯合交易所有限公司之披露易網站及本公司之網站。

Notes:

附註：

1. Arrangement to seek independent professional advice could be made through the Company Secretary of the Company.
提名委員會可透過本公司之公司秘書安排尋求獨立專業意見。

(Effective on 25 June 2025)
(自2025年6月25日起生效)