

Expert Systems Holdings Limited
思博系統控股有限公司

董事會提名委員會權責範圍及程序
Terms of reference of
the Nomination Committee of the Board of Directors

Expert Systems Holdings Limited
思博系統控股有限公司
(“Company”) (“本公司”)

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

**董事會 (“董事會”) 提名委員會 (“提委會”)
權責範圍及程序**

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1. Membership

成員

GEM LR
App 15
A.5.1

- 1.1 The NC shall comprise not less than three members of the Board to be appointed by the Board, the majority of whom should be independent non-executive directors (“INEDs”).

提委會成員由董事會從董事會成員中委任，成員人數應不少於三位，大多數成員應為獨立非執行董事。

GEM LR
App 15
A.5.1

- 1.2 The Board shall appoint the chairman of the NC who should be one of the INEDs sitting on the NC or the chairman of the Board (if he is a member of the NC). In the absence of the chairman of the NC or an appointed deputy, the remaining members present shall elect one of them to chair the meeting. For the avoidance of doubt, the chairman of the Board shall not chair the meeting of the NC when it is dealing with the succession of the Board’s chairmanship.

提委會主席由董事會委任，此主席由提委會成員中的一位獨立非執行董事或董事會主席（如董事會主席為提委會成員之一）擔任。如提委會主席或副主席未能出席會議，其他出席會議的成員應互選其中一人擔任主席。為免生疑慮、當提委會開會討論董事會主席繼任問題時，董事會主席不應擔任該會議之主席。

- 1.3 Only members of the NC have the right to attend the NC meetings. However, any director, executive or other person may be invited to attend the meetings when the NC considers that their attendance can assist it to discharge its duties.

只有提委會的成員方可出席提委會之會議。然而，若提委會認為任何董事、行政人員或其他人士可協助該會履行職責，則可邀請該等人士出席會議。

2. Frequency and proceedings of meetings

- 2.1 The NC shall meet at least once a year.
- 2.2 The quorum for meetings of the NC shall be two members. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in the NC.
- 2.3 NC members may pass resolutions by way of written resolutions, but such must be passed by all NC members in writing.

3. Secretary

- 3.1 The company secretary of the Company or his/her nominee shall act as the secretary of the NC.

4. Notice of Meetings

- 4.1 Meetings of the NC shall be convened by the chairman of the NC.
- 4.2 Unless otherwise agreed, notice of each meeting setting out the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each of the members of the NC and any other person required to attend at least three working days before the intended meeting date.
- 4.3 Any NC member may or, on the request of a NC member, the secretary to the NC shall, at any time summon a NC meeting. Notice shall be given to each NC 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 NC member or in such other manner as the NC members may from time to time determine.
- 4.4 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

會議次數及程序

提委會應至少每年開會一次。

提委會會議的法定人數應為兩名委員。正式召開而達到法定人數的提委會會議有權履行提委會獲賦予的一切或任何授權、權力和酌情權。

提委會成員可以書面決議方式通過任何決議，惟必須所有提委會成員書面同意。

秘書

公司秘書或其代理人應擔任提委會秘書。

會議通告

提委會的會議應由提委會主席召開。

除非另有協定，否則載有會議地點、時間、日期及載有會議議題之議程的通告，應於擬定開會日期之前最少三個工作天送交提委會各成員及其他需要出席會議的人士。

任何提委會成員或提委會秘書（應提委會成員的請求時）可於任何時候召集提委會會議。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、傳真或其他提委會成員不時議定的方式發出予各提委會成員（以該成員不時通知秘書的電話號碼、傳真號碼、位址或電子郵箱位址為準）。

任何口頭會議通知應在切實可行範圍內儘快及在會議召開前以書面方式確實。

5. Minutes of the Meetings

5.1 Minutes of the NC meetings shall record in sufficient detail the matters considered in the meetings and decisions reached, including any concerns raised and dissenting views expressed. Within a reasonable time after the meeting, (i) draft versions of minutes of the meetings should be sent to all NC members for their comment, and (ii) the final version of the minutes of the meeting should be sent to, all NC members for their records and, unless there is a conflict of interest, to all other members of the Board for their information.

GEM LR
App 15
A.1.5

5.2 The secretary of the NC shall keep the minutes and resolutions passed at the NC meetings and such minutes and resolutions shall be open for inspection at any reasonable time on prior reasonable notice by any director save when there is a conflict of interest.

GEM LR
App 15
A.1.4

6. Annual General Meeting

6.1 The chairman of the NC shall attend (or in his/her absence, appoint another member of the committee or failing this his/her duly appointed delegate, to attend) the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the activities and responsibilities of the NC.

7. Duties

7.1 The NC shall:

7.1.1 review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

7.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

7.1.3 assess the independence of independent non-executive directors;

GEM LR
App 15
A.5.2(a)

GEM LR
App 15
A.5.2(b)

GEM LR
App 15
A.5.2(c)

會議記錄

提委會的會議記錄應詳細記錄會議上審議的事項及所作出的決定, 包括會上提出的關注及相反意見。於會議完成後的一段合理時間內, (i)會議記錄的初稿應供提委會所有成員傳閱, 以供提出意見, 及(ii)會議記錄的最後定稿應供提委會所有成員傳閱, 以供作其紀錄之用及若無利益衝突, 亦應供董事會其餘全部成員傳閱, 以供參考。

提委會秘書應保存提委會之會議記錄及通過決議案之文件。除非有利益衝突, 否則任何董事可在提出合理通知後, 於任何合理時間內查閱該等會議記錄及決議案。

股東周年大會

提委會主席應出席 (若提委會主席未克出席, 則委任另一名委員出席; 或如該名委員未能出席, 則其適當委任的代表出席) 本公司的股東周年大會, 並準備回答股東有關提委會事務及職責的問題。

責任

提委會應:

至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多樣的觀點與角度方面), 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;

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;

評核獨立非執行董事的獨立性;

- 7.1.4 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;
- 7.1.5 make recommendations to the Board on the membership of Board committees e.g. Audit Committee, Remuneration Committee and Corporate Governance Committee, in consultation with the chairman of the Board and the chairmen of such committees, as appropriate;
- 7.1.6 before recommending an appointment, evaluate the balance of skills, knowledge, experience and diversity of perspectives on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the NC shall:
- (i) use such method or methods to facilitate the search as it may deem appropriate;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position;
- 7.1.7 make recommendations to the Board on any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the law and their service contracts;
- 7.1.8 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- 7.1.9 keep up to date and fully informed of strategic issues and commercial changes affecting the Company and the market in which it operates;
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計畫向董事會提供建議;
- 與董事會主席及董事會所屬委員會(例如審核委員會、薪酬委員會及企業管治委員會)之主席協商,就有關委員會的成員向董事會提出建議;
- 在建議作出委任之前,評估董事會的技能、知識、經驗及多樣的觀點與角度等方面的均衡性,並按評估結果,就個別需被委任之董事的角色及所需具備的能力編制說明文件。在物色適當人選時,提委會應:
- 採用其認為有助物色人才的適當方法;
 - 考慮來自各種背景的人選;及
 - 根據人選本身的條件及客觀標準來考慮人選,並確保有關人選能投入足夠時間履行有關職務;
- 隨時就董事繼續服務等有關的事宜向董事會提供建議,包括根據法例及服務合約,暫停或終止某執行董事作為公司僱員所提供的服務;
- 不斷檢討本公司所需的領導需要(包括執行董事及非執事董事),以保持本公司在市場上的有效競爭力;
- 完全掌握對本公司及其所在市場有影響的策略事宜及商業轉變的最新情況;

- 7.1.10 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 the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), 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 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;
- 7.1.11 review annually the time spent by the non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
- 7.1.12 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 7.1.13 conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
- 7.1.14 review the policy concerning the diversity of the Board members as and when necessary and make recommendation on any proposed changes to the Board for the benefits of the diversity of the Board;
- 檢討及就所有按香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」），須事先取得本公司股東批准的有關本公司集團成員與現行董事或建議委任的董事擬訂立的服務合同，向本公司股東（股東為與該服務合同有重大利益的董事及其連絡人者除外）就該服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及應怎樣表決，提呈建議；
- 每年檢討非執行董事所需投入的時間。應採用績效評估來衡量非執行董事可有付出足夠時間履行其職責；
- 確保非執行董事獲委任加入董事會時收到正式的委任函，當中列明董事會期望他們付出的時間、在委員會的服務，以及參與董事會會議之外的活動；
- 會見辭去本公司董事職責的董事並瞭解其離職原因；
- 檢討董事會成員多元化政策並就任何為董事會成員多元化的裨益而對董事會擬作的變動提出建議；

GEM LR
App 15
A.5.6

7.1.15 monitor the implementation of the policy on Board diversity and make appropriate disclosure in the corporate governance report annually; and

監察董事會成員多元化政策之執行並於每年之企業管治報告內適當地披露；及

GEM LR
App 15
A.5.3

7.1.16 make available its terms of reference explaining its role and the authority delegated to it by the Board by including on them on the respective websites of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and the Company

在香港聯合交易所有限公司創業板及本公司各自的網站公開其職權範圍，解釋提委會的角色及董事會授予其的權力。

8. Reporting Responsibilities

- 8.1 The NC chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities, unless there are legal or other regulatory restrictions on the NC's ability to do so.
- 8.2 The NC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The NC shall provide to the Board all the information set out in paragraph L of Appendix 15 to the GEM Listing Rules, to enable the Company to prepare the corporate governance report in its annual report in compliance with such Appendix 15.

9. Authority

- 9.1 The NC is authorized to investigate any activity within its terms of reference and to seek any information it reasonably requires from any employee of the Company in order to perform its duties.
- 9.2 Where necessary, the NC should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 9.3 The Company should provide the NC with sufficient resources to perform its duties.

10. Other

- 10.1 The NC shall review annually its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval.

報告責任

除非另有法律或其他法規限制提委會的職能外，提委會每次開會後，提委會主席應就提委會在其職責範圍內討論的一切事宜，向董事會提交正式的報告。

提委會應就任何其職責範圍內之事宜而認為需要採取的行動或作出的改善，向董事會作出其認為合適的建議。

提委會應向董事會提供創業板上市規則附錄15第L段所述的一切資料，方便公司在年報內編制企業管治報告，以符合該附錄15的規定。

權力

提委會有權為履行職責調查任何在其權責範圍內之事宜而向本公司任何僱員合理地索取任何資料。

提委會履行職責時如有需要，應尋求獨立專業意見，費用由本公司支付。

本公司應向提委會提供充足資源以履行其職責。

其他

提委會應每年檢討其權責範圍、表現及組織章程，並將其認為必要之修改提交董事會審批。

GEM LR
App 15
A.5.4

GEM LR
App 15
A.5.4