

ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code: 8072)

(股份代號：8072)

Nomination Committee - Terms of Reference

提名委員會－職權範圍

(Adopted on 26 September 2011 and revised on 14 November 2013)

(於二零一一年九月二十六日採納並於二零一三年十一月十四日修訂)

Members

成員

1. The members of the Nomination Committee (the “Members”) shall be appointed by the board of directors (the “Board”) of Roma Group Limited (the “Company”) from amongst the directors of the Company (the “Director(s)"). The Nomination Committee shall consist of a minimum of three Members, the majority of which shall be independent non-executive Directors.

提名委員會成員(「成員」)須由至少三名成員組成，並須由羅馬集團有限公司(「本公司」)董事會(「董事會」)從本公司董事(「董事」)中委任。提名委員會須包括最少三名成員，絕大部分成員須為獨立非執行董事。

2. The chairman of the Nomination Committee shall be appointed by the Board. Mr. NG Simon shall be the first chairman.

提名委員會主席須由董事會委任。伍世榮先生應為首任主席。

3. The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.

本公司的公司秘書或其代表須擔任提名委員會秘書。

4. The term of each appointment to the Members shall be determined by the Board upon appointment.

委任各成員的條款應由董事會於作出委任後釐定。

Attendance at meetings

出席會議

5. A quorum shall be two Members, one of whom shall be the chairman of the Nomination Committee. Other Board members, apart from the Members, may have the right to attend any Nomination Committee meetings if permitted by the chairman of the Nomination Committee, though they shall not be counted in the quorum.

會議法定人數應為兩名成員，其中一名必須為提名委員會主席。其他非成員的董事會成員，須經提名委員會主席允許方有權參與任何提名委員會會議，但其不得被計入法定人數。

Frequency of meetings

會議次數

6. The Nomination Committee shall meet at least once a year.

提名委員會每年最少舉行一次會議。

Authority

權力

7. The Nomination Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Nomination Committee's scope of duties.

提名委員會獲董事會授權，在提名委員會職權範圍內向集團僱員取得任何所需資料。

8. The Company shall provide sufficient and necessary resources to the Nomination Committee to perform its duties.

本公司應向提名委員會提供充足資源以履行其職責。

Duties

職責

9. The duties of the Nomination Committee shall include, but not be limited to the following:

提名委員會之職責包括但不限於以下各項：

- to review the structure, size, composition and diversity of the Board (including but not limited to the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) at least once a year and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
至少每年檢討董事會架構、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、知識及服務年期），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；
- to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
物色具備合適資格可擔任董事會成員的人士，並挑選或推薦董事會挑選個別人士提名出任本公司董事；
- to assess the independence of independent non-executive Directors;
評核獨立非執行董事的獨立性；
- to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer of the Company; and
就有關董事委任或重新委任以及董事（特別是本公司主席及行政總裁）繼任計劃之相關事宜向董事會提出建議；及
- to review the policy on Board diversity and any measurable objectives for implementing such policy as adopted by the Board from time to time and to review the progress on achieving the objectives, and to make disclosure of its review results in the Company's corporate governance report annually.
檢討董事會多元化政策，及董事會不時為執行有關政策而採納的可計量目標以及達成目標的進度，並每年在本公司的企業管治報告披露其檢討結果。

Reporting Procedures

報告程序

10. The secretary of the Nomination Committee or his/her representative shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

提名委員會秘書或彼之代表應向全體董事會成員傳閱提名委員會之會議記錄及報告。

11. The Nomination Committee shall report to the Board of its findings, decisions and recommendations.

提名委員會應向董事會報告其調查結果、決定及建議。

12. Reports to the Board and minutes of the Nomination Committee should be approved by the Nomination Committee before submitting to the Board.

提交予董事會之報告及提名委員會之會議記錄於呈交予董事會前須經提名委員會批准。

** for identification purpose only*
僅供識別