



PACIFIC TEXTILES HOLDINGS LIMITED
互太紡織控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 01382)

(股份代號: 01382)

Nomination Committee

提名委員會

Terms of reference

職權範圍

(revised on 30 August 2013)

(修訂於 2013 年 8 月 30 日)

Members:

Mr. NG Ching Wah (*Chairman*)
Mr. CHAN Yue Kwong, Michael
Mr. SZE Kwok Wing, Nigel
Mr. LAM Wing Tak
Mr. TSANG Kang Po

委員:

伍清華先生 (*主席*)
陳裕光先生
施國榮先生
林榮德先生
曾鏡波先生

The translation into Chinese language of these terms of reference is for reference only. In case of inconsistency, the English version shall prevail.

本職權範圍之中文釋本僅供參考之用。中英文如有差異，概以英文為準。

** For identification purpose only*

** 僅供識別*

DEFINITIONS

釋義

In these terms of reference, unless the context otherwise requires, the following terms have the meaning set out below:

於本職權範圍內，除非文義另有所指，下列詞彙具有以下含義：

“Board”	means the Board of Directors of the Company;	「董事局」	指本公司董事局；
“Committee”	means the Nomination Committee of the Board of the Company;	「委員會」	指本公司董事局之提名委員會；
“Company”	means Pacific Textiles Holdings Limited (互太紡織控股有限公司);	「本公司」	指互太紡織控股有限公司；
“Directors”	means the directors of the Company, and “Director” means any one of them;	「董事」	指本公司董事與 「董事」 指任何一位董事；
“Independent Non-executive Directors”	means Directors meeting the requirements of independence set out in the Listing Rules, and “Independent Non-executive Director” means any one of them;	「獨立非執行董事」	指上市規則所載董事局會議的獨立性要求，而 「獨立非執行董事」 指其中任何一位；
“Listing Rules”	means the Rules Governing the Listing of Securities on the Exchange;	「上市規則」	指聯交所證券上市規則；
“senior management”	means the category of persons considered as senior management under the Listing Rules; and	「高級管理人員」	指根據上市規則被視為高級管理人員之人士類別；與
“Exchange”	means The Stock Exchange of Hong Kong Limited.	「聯交所」	指香港聯合交易所有限公司。

Composition

- 1 The Committee shall comprise not less than three Directors, the majority of whom shall be Independent Non-executive Directors.
- 2 The chairman of the Committee shall be appointed by the Board and should be an Independent Non-executive Director.
- 3 If any member of the Committee is unable to act for any reason, the chairman of the Committee may, with the agreement of the other members of the Committee, appoint any other Independent Non-executive Director to act as his alternate.
- 4 The secretary of the Committee shall be the Company Secretary or any person designated as such by the Committee from time to time.

Disclosure of interests

- 5 Each member of the Committee shall disclose to the Committee any personal financial interest in, and any potential conflict of interest arising from, any matter to be decided by the Committee. Any member with such interest(s) or potential conflict of interest shall abstain from voting on resolutions of the Committee relating to such interest(s) or potential conflict of interest and from participating in any discussion concerning such resolutions and (if so requested by the Board) shall resign from the Committee.

Proceedings

- 6 The quorum for meetings of the Committee shall be not less than any two of its members.
- 7 The chairman of the Committee may convene meetings at his discretion, but in any event meetings of the Committee are to be held not less than once every year or at such frequency as required under the Listing Rules or other regulatory requirements applicable to the Company from time to time.

Authorities and Duties

- 8 The Committee is authorised by the Board:
 - 8.1 to seek independent professional advice, at the Company's expense, to perform the responsibilities of the Committee, where necessary. The Company should provide the Committee sufficient resources to perform its duties.

組成

- 1 委員會應由最少三名董事組成，而其中大部分成員為獨立非執行董事。
- 2 委員會主席由董事局委任，並且應為獨立非執行董事。
- 3 如委員會的任何成員以任何理由未能擔任，委員會的主席可與委員會的其他成員協議，以委任任何其他獨立非執行董事以作其替任。
- 4 委員會秘書必須為公司秘書或由委員會不時指定的任何人士。

權益披露

- 5 每位委員會成員必須就委員會商議的任何問題中有關其個人財務權益，與任何潛在產生之利益衝突的向委員會作出披露。任何成員有關該權益或潛在利益衝突必須就商議委員會有關該權益或潛在利益衝突之決議案時放棄投票與參與討論任何有關該決議案和必須向委員會辭任（若被董事局要求）。

程序

- 6 委員會會議之法定人數必須不少於任何兩名成員。
- 7 委員會之主席可自行決定召開會議，而委員會之任何事項會議舉行不少於每年一次或根據上市規則或其他監管要求不時適用於本公司之規定。

授權與職責

- 8 委員會獲董事局授權：
 - 8.1 履行委員會職責時，如有需要應尋求獨立專業意見，費用由本公司支付。本公司應向委員會提供充足資源以履行其職責。

9 The duties of the Committee are:

- 9.1** to review the structure, size and composition (including the skills, knowledge, experience, expertise and diversity of perspectives) of the Board at least annually and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- 9.2** 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, based on merit and having due regard to the benefits of diversity on the Board, including gender, age cultural and educational background and professional experience;
- 9.3** to assess the independence of Independent Non-executive Directors;
- 9.4** 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 to maintain balance of skills, knowledge, experience, expertise and diversity of perspectives on the Board;
- 9.5** to propose nominees for appointment and re-appointment as Directors and Directors for removal from the Board in accordance with relevant codes and policies and the Company's constitutional documents;
- 9.6** to identify individuals qualified to become members of the Board when a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board;
- 9.7** to develop and recommend to the Board measurable objectives for achieving diversity on the Board and monitor the progress on achieving those objectives;

9 委員會之職責為：

- 9.1** 至少每年檢討董事局的架構、人數及組成（包括技能、知識、經驗、專業知識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局作出的變動提出建議；
- 9.2** 物色具備合適資格可擔任董事局的成員，並基於候選人的專長及適當考慮董事會多元化（包括性別、年齡、文化及教育背景以及專業經驗）的裨益，甄選董事候選人，或就此向董事局提供意見；
- 9.3** 評核獨立非執行董事的獨立性；
- 9.4** 就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事局提出建議，以維持董事會在技能、知識、經驗、專業知識及多樣的觀點與角度方面的平衡；
- 9.5** 建議根據相關守則與政策與本公司之憲章文件而提名委任與重新委任董事，以及罷免董事局董事；
- 9.6** 在董事局因取消資格、辭任、退休、死亡或董事局人數增加而需要填補空缺時，負責物色合資格的人選；
- 9.7** 制定及向董事會建議達致董事會多元化的可計量目標，並監察達致該等目標的進度；

- | | |
|--|---|
| <p>9.8 To produce and approve disclosure statements in relation to the Committee and Board diversity and its work as required by applicable laws and rules where necessary;</p> | <p>9.8 於有需要時根據適用法律及規則的規定提供及批准有關委員會及董事會多元化及其工作的披露聲明</p> |
| <p>9.9 to monitor the attendance record of Directors for all Board and committee level meetings;</p> | <p>9.9 監察所有董事局與委員會會議之董事出席水平記錄;</p> |
| <p>9.10 to consider engaging outside consultants at the Company's expense to evaluate the Board and its members on an ongoing basis;</p> | <p>9.10 考慮聘請外部顧問於持續的基礎上對董事局與其成員作出評估，費用由本公司承擔;</p> |
| <p>9.11 to select, appoint, direct and (if appropriate) terminate outside experts as the Committee deems necessary in the performance of its duties; and</p> | <p>9.11 委員會認為有必要時可遴選、委任、指揮與解僱(如適用)外部專家以履行其職責；與</p> |
| <p>9.12 to consider all other matters as referred to the Committee by the Board.</p> | <p>9.12 考慮由董事局提交給委員會之所有其他事項。</p> |

Miscellaneous

- | | |
|--|---|
| <p>10 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website.</p> | <p>10 委員會應在聯交所網站及本公司網站上公開其職權範圍，解釋其角色及董事局轉授予其的權力。</p> |
| <p>11 The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.</p> | <p>11 當委員會或董事局認為必要或適當時，委員會須在其職責範圍內執行額外活動，並考慮其他事項。</p> |
| <p>12 The Committee shall provide such information to the Board as is necessary to assist the Board in reporting to the shareholders in the general meeting relating to the election of an Independent Non-executive Director in accordance with the Listing Rules or other regulatory requirements applicable to the Company.</p> | <p>12 當委員會有需要協助董事局根據上市規則或其他規定要求而合用於本公司就獨立非執行董事之選舉於股東大會向股東報告，委員會須向董事局提供該資料。</p> |
| <p>13 Full minutes of meetings of the Committee shall be kept by the secretary to the meetings of the Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director. The secretary to any meeting of the Committee shall circulate the minutes of the meeting of the Committee for which he or she has acted as secretary in both draft and final form to all members of the Committee within a reasonable time after such meeting is held.</p> | <p>13 委員會的完整會議記錄由委員會會議秘書存檔，而任何董事發出合理通知後，應公開有關會議記錄供其於合理的時段查閱。委員會任何會議秘書於該會議後一段合理時間內，作為秘書者須先後把委員會會議記錄草稿與最後定稿皆發送委員會全體成員。</p> |

雜項

14 The Committee shall report back to the Board on all of their decisions or recommendations.

* * *

Nothing contained in these terms of reference is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and the Listing Rules.

14 委員會須向董事局報告其決定或建議。

* * *

除非根據適用法律及上市規則另有規定的範圍內，該職權範圍無包括任何旨在構成，或應解釋為構成委員會成員之任何責任或負債。