



YONGAN HOLDINGS

浙江永安融通控股股份有限公司

Zhejiang Yongan Rongtong Holdings Co., Ltd.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8211)

**TERMS OF REFERENCE FOR THE
NOMINATION COMMITTEE**

提名委员会职权范围书

(Updated on 15 May 2019)

(于二零一九年五月十五日更新)

Zhejiang Yongan Rongtong Holdings Co., Ltd.*

浙江永安融通控股股份有限公司

Terms of Reference for Nomination Committee (updated on 15 May 2019)

提名委员会职权范围书(于二零一九年五月十五日更新)

Nomination Committee members :

Independent Non-Executive Directors

提名委员会成员

独立非执行董事

Mr. Song Ke 宋科先生 V

Mr. Wang Zhong 王中先生 V

upto 15/05/2019 (截至 15/05/2019)

Mr. Wang Hui 王晖先生 V

upto 15/05/2019 (截至 15/05/2019)

Mr. Leng Peng 冷鹏先生 V

appointed on 15/05/2019 (于 15/05/2019 获委任)

Mr. Zhu Weizhou 朱伟洲先生 V

appointed on 15/05/2019 (于 15/05/2019 获委任)

Ms. He Lianfeng 何连凤女士

Chairman of the Nomination Committee :

提名委员会主席 :

Mr. Zhu Weizhou 朱伟洲先生

Secretary of the Nomination Committee :

提名委员会秘书 :

Ms. Chen Yen Yung 陈燕云女士

Constitution

组织

1. The board hereby resolves to establish a Nomination Committee of the board to be known as the Nomination Committee.

董事会现议决于董事会辖下成立一个提名委员会。

Membership

成员

1. The members of the Nomination Committee shall be appointed by the board from amongst the Board of Directors of the Company and shall consist of not less than three members, a majority of whom should be independent. A quorum shall be two members.

提名委员会成员须由董事会从本公司的董事中委任。提名委员会最少须由三名成员组成，其中大部分应为独立人士，提名委员会的法定人数为两人。

2. The Chairman of the Nomination Committee shall be appointed by the board and should be an independent director.

提名委员会主席须由董事会委任，并且应为独立董事。

3. The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his/her absence, his/her representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

提名委员会秘书为公司秘书。提名委员会秘书或其未克出席，其代表或任何一位提名委员会会员将出任提名委员会会议秘书。

Proceeding of meetings

会议程序

1. The provisions of the articles of association of the Company regulating the meetings and proceedings of the meetings of the directors of the Company so far as the same are applicable and not inconsistent with the provisions of these terms of reference shall *mutatis mutandis* apply to regulate the meetings and the proceedings of the Nomination Committee.

本公司细则所载规管董事会会议及程序的条文(至目前为止适用于并符合本职权范围之条文)，应用以规管提名委员会会议及程序。

Authority

权力

1. The Nomination Committee is authorised by the board with the objective to ensure a fair and transparent process of the Board appointments, in particular to assist the Board to identify suitable candidates and make recommendations for consideration by the Board and the shareholders of the Company.
提名委员会在董事会授权下，为确保董事会委任过程的公平性及透明度，尤其协助董事会物色合适人选并向董事会及股东提供建议以作考虑。
2. The Nomination Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
提名委员会须直接向董事会汇报其决定或提议，除法律或监管规定限制者外(如法律要求对公布之限制)。
3. The Nomination Committee shall be provided with sufficient resources to perform its duties.
提名委员会应获供给充足资源以履行其职责。
4. The Nomination Committee is authorised to obtain advice or assistance from any person, including professional consultants, whom it regards as competent to give such advice or assistance, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Nomination Committee shall have sole authority to approve related fees and retention terms.
提名委员会获授权向任何人士咨询意见及寻求协助，该等人士包括其认为有足够能力提供该意见或协助的专业顾问；如有需要，可邀请具备相关经验及专业知识的外界人士出席会议。提名委员会拥有批核相关费用及续约条款的唯一权力。
5. The Nomination Committee may delegate its authority to subcommittees or the chairman of the Nomination Committee when it deems appropriate and in the best interests of the Company
提名委员会可在其认为合宜并在本公司之最大利益的情况下，将其权力转授属下委员会或提名委员会主席。

Duties

职务

1. The duties of the Nomination Committee shall be :

提名委员会的职务如下：

- (a) to review the structure, size and composition (including but not limited to the gender, age, cultural and educational background, professional experience, and qualifications, skills, knowledge and length of service, having due regard to the Group's own business model and specific needs from time to time) 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结构、规模及组成(包括但不限于性别、年龄、文化及教育背景、专业经验及资格、技能、知识及工作年资，并应考虑本集团本身的业务模式及不时之具体需要)，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 Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorship;
物色具备合适资格可担任董事的人士，并挑选提名有关人士出任董事或就此向董事会提供意见；
- (c) to assess the independence of the independent non-executive directors of the Company; and
评核本公司独立非执行董事的独立性；
- (d) to make recommendations to the Board on:
就以下事项向董事会提出建议：
 - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
董事会成员所需的角色、职责、能力、技能、知识及经验；
 - (ii) the policy on the terms of employment of non-executive Directors;
非执行董事的雇用条款政策；
 - (iii) the composition of the Audit Committee, Remuneration Committee and other board committees of the Company;
本公司审核委员会、薪酬委员会及其他董事委员会的组成；
 - (iv) proposed changes to the structure, size and composition of the Board;
建议修改董事会的结构、规模及组成；

- (v) candidates that are suitable and qualified to become members of the Board;
适合并有资格成为董事会成员的候选人;
 - (vi) the selection of individuals nominated for directorship;
挑选提名担任董事职位的人;
 - (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;
本公司股东重选将于轮值退任的任何董事，并考虑其履行及继续向董事会作出贡献的能力;
 - (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;
任何服务超过九年的独立非执行董事继续提供（或不提供）服务，并就批准重选该独立非执行董事的决议案如何投票向本公司股东提供建议;
 - (ix) the appointment or re-appointment of Directors;
委任或重新委任董事;
 - (x) succession planning for Directors in particular the Chairman and the Chief Executive Officer; and
董事（特别是主席及行政总裁）的继任计划;及
 - (xi) the policy concerning diversity of Board members;
有关董事会成员多元化的政策;
- (e) to give full consideration to the followings in discharging of its duties as mentioned above or elsewhere in the terms of reference:
在履行上述职责或职权范围内的其他职责时，充分考虑以下事项：
- (i) the succession planning of Directors;
董事的继任计划;
 - (ii) the need of leadership of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
本集团的领导需要，以维持或提高本集团相对其他对手的竞争优势;

- (iii) the changes in market environment and commercial needs of the market in which the Group operates;
本集团经营所在市场的市场环境及商业需求的变化;
 - (iv) the skills and expertise required from members of the Board;
董事会成员所需的技能及专业知识;
 - (v) the Board's policy concerning diversity of Board members adopted from time to time; and
董事会不时采纳的有关董事会成员多元化的政策; 及
 - (vi) the relevant requirements of the GEM Listing Rules with regard to the Directors;
GEM 上市规则有关董事的相关规定;
- (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, 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 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;
就本集团任何成员公司与其董事或拟委任董事订立的任何建议服务合约（该等合约须经本公司股东于股东大会上事先批准）而言，审阅及就服务合约的条款是否公平合理以及该等服务合约是否符合本公司及股东的整体利益向本公司股东（于相关服务合约中拥有重大权益的董事股东及彼等各自的联系人除外）提供建议，并就如何投票向股东提供建议；
- (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;
确保在获委任为董事会成员时，非执行董事会收到正式委任书，列明在时间承诺、委员会服务及董事会会议以外参与方面对彼等的期望；
- (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure; and
在任何董事辞任时与彼进行离任面谈，以确定彼离任的原因；及
- (i) to consider other matters, as defined or assigned by the Board from time to time.
考虑董事会不时确定或指定的其他事项。

DIRECTOR NOMINATION POLICY
董事提名政策

The purpose of the Director nomination policy of the Company is to :
本公司董事提名政策旨在：

- (i) set out the criteria and process in the nomination and appointment of Director;
载列提名及委任董事的准则及程序；
- (ii) ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
确保董事会具备适合本公司的均衡技术、经验及多元化；及
- (iii) ensure continuity of the Board and appropriate leadership at Board level.
确保董事会的持续性及适当维持董事会的领导角色。

Criteria for nomination and appointment of Directors
董事的提名及委任准则

The criteria for selecting any candidate for directorship are set out as follows:
挑选任何候选人担任董事的准则载列如下：

- (i) bringing an independent judgment and make constructive recommendation on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
就策略、政策、表现、问责性、资源、主要委任及操守准则等事宜作出独立判断并提出建设性建议；
- (ii) taking the lead where potential conflicts of interests arise;
在出现潜在利益冲突时发挥牵头引导作用；
- (iii) serving on the Audit Committee, and the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board Committees, if invited;
应邀出任审核委员会、薪酬委员会及提名委员会（如属非执行董事候选人）及其他相关董事委员会的成员；
- (iv) devoting sufficient time to the Board and/or any Committee(s) on which he or she serves so as to allow them to benefit from his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board;
为董事会和/或彼所服务的任何委员会投入足够的时间，以便通过参加及参与董事会使该等委员会受益于其技能、专业知识、不同背景及资格以及多元化；

- (v) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
审查本公司于达致协议的公司目标和宗旨的表现，并监督绩效报告；
- (vi) ensuring the Nomination Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
确保彼所服务的提名委员会，履行董事会赋予彼的权力及职能；及
- (vii) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the GEM Listing Rules, where appropriate.
遵守董事会不时订明或本公司章程文件所载或法例或 GEM 上市规则（如适用）所施加的任何规定、指示及规例。

If a candidate is proposed to be appointed as an independent non-executive Director ("INED"), his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 5.09 under the GEM Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 5.02(2) under the GEM Listing Rules.

倘建议候选人获委任为独立非执行董事（「独立非执行董事」），则须根据（其中包括）GEM 上市规则第 5.09 条所载因素评估其独立性，惟联交所可能不时作出任何修订。于适用的情况下，亦应整体评估候选人的教育、资格和经验，以考虑彼是否具备适当的专业资格或会计或相关的财务管理专业知识，以具备 GEM 上市规则第 5.02(2) 条所需资格或专业知识的独立非执行董事职位。

Nomination process

提名程序

(a) Appointment of New Directors

委任新董事

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of a new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

提名委员会及/或董事会应在收到委任新董事的建议及候选人的个人资料(或相关详情)后,依据上述准则评估该候选人,以判断该候选人是否合资格担任董事。

- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

倘过程涉及一个或多个合意的候选人,提名委员会及/或董事会应根据本公司的需要及每位候选人的证明材料审查(如适用)排列彼等的优先次序。

- (iii) The Nomination Committee should then recommend the Board to appoint the appropriate candidate for directorship, as applicable.

提名委员会随后应就委任合适候选人担任董事向董事会提出建议(如适用)。

- (iv) For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

就任何经由股东提名于本公司股东大会上选举为董事的人士,提名委员会及/或董事会应依据上述准则评估该候选人,以判断该候选人是否合资格担任董事。

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of Director at the general meeting.

提名委员会及/或董事会应就于股东大会上建议选举董事向股东提出建议(如适用)。

(b) Re-election of Director at General Meeting

于股东大会上重选董事

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.

提名委员会及/或董事会应检讨退任董事对本公司的整体贡献及服务以及在董事会的参与程度及表现。

- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above,

提名委员会及/或董事会亦应检讨及确定退任董事是否仍然符合上述准则。

(iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

提名委员会及/或董事会应就于股东大会上建议重选退任董事向股东提出建议。

Where the Board proposes a resolution to elect or re-elect a candidate as a Director at the general meeting, an announcement will be published and a circular in respect of the relevant information of the candidate will be disclosed to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the GEM Listing Rules and/or applicable laws and regulations.

若董事会拟于股东大会上提呈决议案选举或重选某一候选人为董事，将会根据 GEM 上市规则及/或适用法律法规刊发公告及向股东寄发有关候选人相关资料的通函及/或有关股东大会通告随附的说明函件。

(c) Re-election of Independent Non-Executive Director (“INED”) at General Meeting

于股东大会重选独立非执行董事(「独立非执行董事」)

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, an announcement will be published and a circular in respect of the relevant information of the candidate will be disclosed to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the GEM Listing Rules and/or applicable laws and regulations:

倘董事会于股东大会上提呈选举一名个人为独立非执行董事的决议案，将会根据 GEM 上市规则及/或适用法律法规刊发公告及向股东寄发有关候选人相关资料的通函及/或有关股东大会通告随附的说明函件：

(i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

甄别个人所用的流程以及董事会认为选举该名人士的理由以及认为该名人士属独立的原因；

(ii) if the proposed INED will be holding his/her seventh (or more) listed company directorship, reasons should be given by the Board that the individual would still be able to devote sufficient time to the Board;

倘建议的独立非执行董事将担任第七个（或更多）上市公司董事职位，董事会应给予理由说明该名人士仍可为董事会投入足够的时间；

(iii) the perspectives, skills and experience that the individual can bring to the Board; and

该名人士可为董事会带来的观点、技能和经验；及

- (iv) how the individual contributes to diversity (including gender diversity) of the Board.

个人如何为董事会的多元化（包括性别多元化）作出贡献。

Reporting responsibility and procedures

汇报责任及程序

1. The secretary to the Nomination Committee shall keep full minutes of all Nomination Committee meetings. Minutes of Nomination Committee meetings shall record in sufficient detail the matters considered by the Nomination Committee members and decisions reached, including any concerns raised by the Nomination Committee members and dissenting views expressed. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting. The secretary shall also circulate the minutes of meetings, reports and all written resolutions of the Nomination Committee to all members of the Board.

提名委员会秘书应保存提名委员会会议的完整记录。会议记录应对会议上提名所讨论之事项及所达成的决定作详细记录，其中应包括提名委员的任何疑虑或反对意见。会议纪录的初稿及最后定稿应在会议后一段合理时间内先后发送提名委员会全体成员，初稿供成员表达意见，最后定稿作其纪录之用。提名委员会秘书亦应将提名委员会会议记录、报告及所有书面决议案向董事会全体成员传阅。

Powers of the Board

1. The Board may, subject to compliance with the Bye-Laws of the Company and the GEM Listing Rules, amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if these terms of reference or resolution had not been amended or revoked.

本职权范围所有规则及提名委员会通过的决议，可以由董事会在不违反本公司细则及GEM上市规则的前提下随时修订、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，提名委员会已经通过的决议或已采取的行动的有效性。

Zhejiang Yongan Rongtong Holdings Co., Ltd.*

浙江永安融通控股股份有限公司

Terms of Reference for Nomination Committee (updated on 15 May 2019)

提名委员会职权范围书(于二零一九年五月十五日更新)

Publication of the terms of reference of the Nomination Committee

刊登提名委员会职权范围

1. The terms of reference of the Nomination Committee will be posted on the website of the Company, and will be made available upon request.

提名委员会的职权范围应登载于本公司网站上，及只要在有人要求时，便提供有关资料。

**For identification purpose only*

**仅供识别*