

**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL ADVISORY
SERVICES COMPANY LIMITED**

环球医疗金融与技术咨询服务有限公司

董事会提名委员会职权范围

**Terms of reference of
the Nomination Committee of the Board of Directors**

**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL ADVISORY
SERVICES COMPANY LIMITED**
环球医疗金融与技术咨询有限公司
(the “Company” and 「本公司」)

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

**董事（「董事」）会（「董事会」）提名委员会（「委员会」）
职权范围**

(中文本为翻译稿，仅供参考用)

1. Constitution

组成

- 1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 10 June 2015.
- 本委员会是按本公司董事会于2015年6月10日会议通过成立的。

2. Membership

成员

- 2.1 Members of the Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members and a majority of whom shall be independent non-executive Directors.
- 委员会成员由董事会从董事中挑选，委员会人数最少三名，而大部份之成员须为本公司的独立非执行董事。
- 2.2 The chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.
- 委员会主席由董事会委任，须由董事会主席或独立非执行董事担任。

- 2.3 The Board or the Committee shall from time to time appoint any particular member of the Committee or any officer or employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) as the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at a Committee meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4 The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.
- 3. Procedural standing orders**
- 3.1 The standing orders which from time to time apply to the terms of reference of the audit committee of the Board shall apply mutatis mutandis to these terms of reference of the Committee.
- 4. Alternate Committee members**
- 4.1 A Committee member may not appoint any alternate.
- 董事会或委员会可不时委任指定的一名委员会成员或本公司及其附属公司(合称「**本集团**」)的任何人员或雇员为委员会的秘书。当委员会秘书缺席的时候，出席委员会会议的成员，可互选或委任另一人作为该次会议的秘书。
- 经董事会及委员会分别通过决议，方可委任额外、更替或罢免委员会成员。如该委员会成员不再是董事会的成员，该委员会成员的任命将自动撤销。
- 议事程序规则**
- 不时适用于董事会审核委员会职权范围之议事程序规则(在细节上作必要的变更后)应适用于此份职权范围。
- 委任代表**
- 委员会成员不能委任代表。

5. Authority of the Committee

委员会的权力

5.1 The Committee may exercise the following powers:

委员会可以行使以下权力：

- (a) to seek any information it requires from any employee of the Group and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (a) 向本集团的任何雇员及专业顾问索取其所需的资料、要求上述人士准备及提交报告、出席委员会会议并提供所需资料及解答委员会提出的问题；
- (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
- (b) 就董事的委任或重新委任，评审有关董事的表现及有关独立非执行董事的独立性；
- (c) to request the Board to dismiss any employees and/or to convene a shareholders' meeting (if necessary) for purposes of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly;
- (c) 在有证据显示有关董事及／或雇员失职时，要求董事会解雇该雇员及／或召开股东大会(如有需要)罢免该董事；

- (d) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resources consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
- (e) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (f) to exercise such powers as the Committee may consider necessary and expedient so that its duties under section 6 below can be properly discharged.
- (d) 如委员会觉得有需要，可就涉及本职权范围的事宜对外寻求法律或其他独立专业意见(包括独立的人力资源顾问公司或其他独立专业人士)，以及确保具相关经验及专业才能的外界人士出席委员会会议。委员会有权进行其认为适当的调查(包括但不限于诉讼、破产及信誉查册)、报告或公开徵募及取得充足资源以履行其职责。前述费用均由本公司承担；
- (e) 对本职权范围及履行其职权的有效性作每年一次的检讨并向董事会提出其认为须要的修订建议；及
- (f) 为使委员会能恰当地执行其于第6章项下的职责，行使其认为有需要及权宜的权力。

5.2 The Company should provide the Committee sufficient resources to perform its duties. 本公司应提供充足资源予委员会以履行其职责。

6. Duties of the Committee

委员会的职责

6.1 The duties of the Committee shall be:

委员会负责履行以下职责：

- (a) to 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; (a) 至少每年检讨董事会的架构、人数及组成(包括技能、知识、经验及多元化观点)，并就任何为配合本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 members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships; (b) 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; (c) 评核独立非执行董事的独立性；
- (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board; (i) 作为董事会成员所应有的角色、责任、能力、技术、知识、经验及多元化观点；

- (ii) the policy on the terms of appointment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee and other board committees of the Board;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) candidates suitably qualified to become members of the Board;
 - (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (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;
- (ii) 委任非执行董事的政策；
 - (iii) 审核委员会、薪酬委员会及其他董事会委员会的组成；
 - (iv) 董事会的架构、人数及组成拟作出的变动；
 - (v) 具备合适资格担任董事的人士；
 - (vi) 挑选被提名人士出任董事；
 - (vii) 轮流退任董事的重新委任，于此，须考虑其等的工作表现及对董事会继续作出贡献的能力；
 - (viii) 在任多于九年的独立非执行董事的去留问题，并就该等独立非执行董事的继续委任与否向本公司股东就审议有关决议案赞成与否提供建议；

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| <p>(ix) the appointment or re-appointment of Directors;</p> | <p>(ix) 董事委任或重新委任董事；</p> |
| <p>(x) succession planning for Directors in particular the chairman and the chief executive; and</p> | <p>(x) 董事继任计划(尤其是主席及行政总裁)；及</p> |
| <p>(xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy;</p> | <p>(xi) 关于董事会成员多元化的政策，以及执行该政策的可衡量目标；</p> |
| <p>(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:</p> | <p>(e) 在履行上述责任或本职权范围项下的其他责任，对下列各项给予充份考虑：</p> |
| <p>(i) succession planning of Directors;</p> | <p>(i) 董事继任计划；</p> |
| <p>(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;</p> | <p>(ii) 本集团为保持或加强本集团的竞争优势所需要的领导才能；</p> |
| <p>(iii) changes in market environment and commercial needs of the market in which the Group operates;</p> | <p>(iii) 市场环境的转变及本集团营运市场的商业需要；</p> |
| <p>(iv) the skills and expertise required from members of the Board;</p> | <p>(iv) 董事会成员所须具备的技能及专才；</p> |
| <p>(v) the Board's policy concerning diversity of Board members adopted from time to time; and</p> | <p>(v) 由董事会不时采纳的关于董事会成员多元化的政策；及</p> |

- (vi) the relevant requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with regard to directors of a listed issuer;
- (vi) 香港联合交易所有限公司(「**联交所**」)证券上市规则(「**上市规则**」)对上市发行人的董事的相关要求；
- (f) 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;
- (f) 确保每位被委任的非执行董事于被委任时均取得正式委任函件，当中须订明对彼等之要求，包括工作时间、董事会委员会服务要求及参与董事会会议以外的的工作；
- (g) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
- (g) 会见辞去本公司董事职责的董事并了解其离职原因；
- (h) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and
- (h) 检讨董事会成员多元化政策及执行由董事会不时采纳的有关政策的任何可衡量目标，以及检讨达成该等目标的进度；及
- (i) to consider and implement other matters, as defined or assigned by the Board from time to time.
- (i) 考虑及执行董事会委派的其他事项。

7. Annual general meeting

股东周年大会

7.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委员会的主席，或在委员会主席缺席时由另一名委员(或如该名委员未能出席，则其适当委任的代表)应出席本公司的股东周年大会，并就委员会的活动及其职责在股东周年大会上回应问题。

8. Continuing application of the articles of association of the Company

本公司组织章程细则的持续适用

8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

就前文未有作出规范，但本公司组织章程细则作出了规范的董事会会议程序的规定，在可行的情况下适用于委员会的会议程序。

9. Powers of the Board

9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

10. Publication of the terms of reference of the Committee

10.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Company and on the website of the Stock Exchange.

Adopted on 10 June 2015

董事会权力

本职权范围所有规则及委员会通过的决议，可以由董事会在不违反公司组织章程细则及上市规则的前提下(包括上市规则之附录十四《企业管治守则》或本公司自行制定的企业管治常规守则(如被采用))，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，委员会已经通过的决议或已采取的行动的有效性。

委员会职权范围的刊登

委员会应在本公司的网站及联交所的网站公开其职权范围，解释其角色及董事会转授予其的权力。

于2015年6月10日采纳