



**Tsit Wing International Holdings Limited**  
**捷榮國際控股有限公司\***

*(Incorporated under the laws of Bermuda with limited liability)*

**(Stock Code: 2119)**

**(the “Company”)**

**TERMS OF REFERENCE**  
**OF**  
**THE NOMINATION COMMITTEE**  
**(the “Committee”)**

**Constitution**

1. The Committee is established pursuant to a resolution passed by the board of directors (the “**Directors**”, each a “**Director**”) of the Company (the “**Board**”) on 15 December 2017.

**Membership**

2. The Committee shall consist of not less than three members appointed by the Board, with the majority of the members being the independent non-executive Directors. If a member resigns, ceases to be a Director or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall, within three months of that event, appoint such number of new members as may be required to make up the minimum.
3. The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.
4. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board.
5. No alternate member of any member of the Committee can be appointed.
6. The company secretary of the Company shall be the secretary of the Committee (the “**Secretary**”). In the absence of the Secretary, the members present shall elect one of themselves or appoint another person as the secretary for that meeting.

\* *For identification purposes only*

## **Chairman**

- 7 The Chairman shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive Director. In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting.

## **Notice of meetings**

8. A meeting of the Committee may be convened by any of its members through the Secretary.
9. Unless otherwise agreed by all the members of the Committee, notice of each meeting stating the time, date and place of the meeting shall be given to each member of the Committee and any other person invited to attend:
  - (a) in relation to all regular meetings of the Committee, at least seven days prior to the date of the meeting; and
  - (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.
10. The agenda and any supporting documents and papers shall be forwarded to each member of the Committee and any other person invited to attend at least three days prior to the date of the meeting (or such other period as the members may agree).

## **Frequency and proceedings of meetings**

11. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of Directors will be considered. Additional meetings should be held as and when the work of the Committee demands.
12. The Chairman may convene additional meetings at his discretion.
13. No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum of a meeting shall be two members of the Committee (at least one of whom should be an independent non-executive Director).
14. Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company (as amended from time to time) (the “**Bye-Laws**”).
15. Only members of the Committee have the right to attend Committee meetings. Other persons including but not limited to any Director, management, external advisors or consultants may be invited by the Committee to attend for all or part of any meeting as and when appropriate.

16. Meetings of the Committee may be held either in person or through electronic means of communication or in such other manner as the members may agree.
17. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present. Each member of the Committee shall have one vote. In the case of any equality of votes, the chairman of the meeting shall have an additional or casting vote.
18. A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form each signed by one or more of the members of the Committee.
19. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her close associates have a material interest.
20. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
21. The Secretary shall cause full minutes to be made for all meetings of the Committee. Such minutes shall include sufficient details of the meetings including the attendances thereat, all business transacted, all resolutions passed and all orders made at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.
22. Minutes of the Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Committee and/or any Director at any reasonable time on reasonable notice.
23. Save as otherwise provided herein expressly, proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Laws for regulating the proceedings of meetings of the Board *mutatis mutandis*.

#### **Authority**

24. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the “**Corporate Governance Code**”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).

25. The Committee is authorised by the Board to seek any information it requires from the management of the Company in order to perform its duties.

### **Responsibility**

26. The Committee is to identify, screen and recommend to the Board appropriate candidates to serve as Directors, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

### **Duties, powers and functions**

27. The duties and functions of the Committee shall include such duties and functions set out in the relevant code provisions of the Corporate Governance Code. Without prejudice to the foregoing, the Committee shall:

- (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (b) without prejudice to the generality of the foregoing:
  - (i) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of members of the Board to be elected by shareholders of the Company;
  - (ii) identify and nominate candidates to fill causal vacancies of Directors for the Board's approval;
  - (iii) review the structure, size and composition of the Board at least annually, considering *inter alia* the skills, knowledge and length of service, the breadth of expertise of the Board as a whole, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (iv) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
  - (v) assess the independence of independent non-executive Directors;
  - (vi) 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;
  - (vii) do any such things to enable the Committee to perform its powers and functions conferred on it by the Board;

- (viii) conform to and abide by any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Bye-Laws or imposed by the Listing Rules or applicable law;
  - (ix) review and monitor the implementation of the board diversity policy as adopted by the Board; and
  - (x) ensure sufficient biographical details of nominated candidates are provided to the Board and shareholders to enable them to make a decision regarding selection of the Board members.
28. The Company should provide the Committee sufficient resources to perform its duties. When necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Reporting procedures**

29. The Committee should report to the Board on a regular basis on its findings, decisions and/or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).
30. Full minutes of the meetings of the Committee shall be kept by the Secretary, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.
31. At the next meeting of the Board following a meeting of the Committee, the Chairman shall report to the Board on the findings, decisions and/or recommendations of the Committee. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.

### **Nomination Committee report**

32. The work of the Committee during each financial year shall be summarised and included in the corporate governance report which constitutes part of the annual report of the Company.

### **Annual general meeting**

33. The Chairman 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 work and its responsibilities.

### **Amendment**

34. Subject to the compliance with the Bye-Laws and the Listing Rules, any amendment to these terms of reference shall be authorised by the Board.

### **Publication**

35. The Committee shall make available these terms of reference by publishing them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*