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# **Mitsumaru East Kit (Holdings) Limited**

## **三丸東傑(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2358)**

### **NOMINATION COMMITTEE TERMS OF REFERENCE**

#### **1. Constitution**

The board of directors of the Company (the “Board”) hereby constitutes and establishes a nomination committee (the “Nomination Committee”) with the authority, responsibility, and specific duties as described below.

#### **2. Membership**

2.1 The members of the Nomination Committee (the “Members”) shall be appointed by the Board and shall consist of not less than three (3) members.

2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.

2.3 The Board shall appoint the chairman of the Nomination Committee who must be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members.

#### **3. Responsibility**

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

#### **4. Authority**

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice if necessary, at the Company’s expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties.

## 5. Duties

The duties of the Nomination Committee include:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (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 directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) 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;
- (e) execute the Board Diversity Policy and establish measurable objectives and make necessary adjustments, where necessary. Make recommendation to the Board and review the Board Diversity Policy from time to time to ensure it continued effectiveness; and
- (f) to do any such things to enable the Nomination Committee to discharge its duties and functions conferred on it by the Board.

## 6. Frequency of Meetings

Meetings shall be held as and when appropriate, but at least once annually.

## 7. Attendance

7.1 As necessary or desirable, the chairman of the Nomination Committee may request that members of management be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.

7.2 Meetings can be held by way of telephone conference.

## 8. Secretary

The company secretary of the Company (the "Company Secretary") shall be the secretary of the Nomination Committee.

## 9. Minutes

9.1 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be circulated to all Members for their comments and records within a reasonable time after the meeting.

9.2 The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.

10. Annual General Meeting

The chairman of the Nomination Committee shall endeavor to attend the annual general meetings of the Company and be prepared to respond to any questions from the shareholders of the Company relating to the Nomination Committee's activities.

11. General

The Nomination Committee should make available this Terms Of Reference, explaining its role and the authority delegated to it by the Board by including it on the Stock Exchange's website and the Company's website.