



Alpha Professional Holdings Limited

阿爾法企業控股有限公司*

(incorporated in Bermuda with limited liability)
(the “Company”)

(Stock Code: 948)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Membership

- 1.1 The Committee shall consist of not less than three members appointed by the Company’s board (“**Board**”) of directors (the “**Directors**”) from time to time, with the majority of the members being independent non-executive Directors.
- 1.2 The Board shall designate the chairman of the Board or an independent non-executive Director as the Committee’s chairman (the “**Chairman**”).
- 1.3 The company secretary of Company or his/her nominee shall act as the Committee’s secretary.

2. Frequency and Proceedings of Meetings

- 2.1 The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- 2.2 In addition, the Committee’s Chairman may convene additional meetings at his/her discretion.
- 2.3 The quorum of a meeting shall be two Committee members.
- 2.4 Proceedings of the Committee’s meetings shall be governed by Clauses 117,118 and 120 of the bye-laws of the Company.

3. Duties, Powers and Functions

- 3.1 The Committee shall:
 - (a) formulate nomination policy for the identification, selection and nomination of candidates for the role of Directors for the Board’s consideration and implement and review the Board’s approved nomination policy;
 - (b) formulate, review and update, as appropriate, the board diversity policy for the Board’s approval having due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made, and make sure such policy or at least a summary of it is disclosed in the corporate governance report of the Company annually;
 - (c) without prejudice to the generality of the foregoing:
 - (i) review the structure, size, composition and the balance of skills, knowledge, experience, length of service and diversity (including as to gender and ethnicity) of the Board and other factors which may be relevant to its effectiveness at least annually; and make recommendations to the Board with regard to its composition profile including, where appropriate, preparing a description of the capabilities required for

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any particular appointment and on any proposed changes to the Board to complement the Company’s corporate strategy;

- (ii) identify and nominate suitably qualified and appropriate candidates to fill casual vacancies of Directors for the Board’s approval or make recommendations to the Board on the selection of individual nominated for directorships, having due regard to the Board’s diversity policy and composition profile requirements and ensuring that such candidates will be considered on merit and against objective criteria and have the time and ability to contribute to the Board;
- (iii) assess the independence of the independent non-executive Directors including any conflict which a Director may have with the interests of the Group and review the independent non-executive Directors’ annual confirmations on their independence; and make disclosure of its review results in the corporate governance report in the annual report of the Company;
- (iv) review annually the time commitment required from a Director (especially an independent non-executive Director) to perform his/her responsibilities;
- (v) make recommendations to the Board on appointment or re-appointment of Directors and/or relevant matters relating to the succession planning for the Chairman, the chief executive as well as the senior management of the Company taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Group and the skills and expertise required in the future, and ensuring that senior management succession planning is discussed at the Board at least once annually;
- (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (vii) conform and give due consideration to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company’s constitution or imposed by applicable legislation and regulations.

3.2 The Committee shall develop the procedures for the performance evaluation of the Board and each of the committees of the Board, evaluate the performance of the Committee following such procedure and review these terms of reference to ensure that the Committee is operating at its maximum effectiveness.

3.3 The Committee shall also:

- (a) review and assess the skills, knowledge and experience required to serve on the committees of the Board and make recommendations on the appointment of members to the committees of the Board and a chairman of each committee where appropriate;
- (b) recommend candidates to the Board to fill vacancies or new positions on the committees of the Board as necessary or desirable; and

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(c) review the feedback in relation to the role and effectiveness of the committees of the Board arising from the evaluation of the Board and/or any committees of the Board and make recommendations of any changes.

3.4 The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice at the Company’s expense, when necessary.

4. Reporting Procedures

4.1 The Committee shall report to the Board on a regular basis on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

4.2 At the next Board meeting following a Committee’s meeting, the Chairman shall report the Committee’s findings and recommendations to the Board.

Note:

Approved and amended at the Board meeting on 23 November 2018 pursuant to a resolution passed by the Board.