



BIRMINGHAM SPORTS HOLDINGS LIMITED

伯明翰體育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Revised version adopted on 28 February 2020)

1. CONSTITUTION

- The nomination committee (the “Nomination Committee”) of the board (the “Board”) of directors (the “Directors”) of Birmingham Sports Holdings Limited (the “Company”) was established pursuant to a resolution passed by the Board at its meeting held on 26 July 2007.

2. MEMBERSHIP

- The members of the Nomination Committee (the “Member(s)”) shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be Independent Non-executive Directors.
- The chairman of the Nomination Committee (the “Chairman”) shall be appointed by the Board and shall either be the chairman of the Board or an Independent Non-executive Director.

3. SECRETARY

- The Company Secretary of the Company shall be the secretary of the Nomination Committee (the “Secretary”).

4. ATTENDANCE AT MEETINGS

- Members may attend meetings of the Nomination Committee either in person, by telephone or through other electronic means of communication or in such other manner as the members may agree.
- The Nomination Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Nomination Committee to better perform its duties and obligations.

5. QUORUM

- A quorum for the meeting of the Nomination Committee shall be any two Members.

6. FREQUENCY AND PROCEDURE OF MEETING

- Meetings shall be held at least once a year. The Nomination Committee may adopt from time to time the procedure governing the convening of committee meeting(s), the means and procedure for the passing of resolutions of the committee meeting.

7. NOTICE OF MEETING

- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member, any other person required to attend such meeting, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at the same time.

8. AUTHORITY

- The Nomination Committee is authorised by the Board to carry out such related matters in accordance with its terms of reference. It is authorised to obtain any information it requires from any employees of the Company and all the employees of the Company are required to cooperate with any request made by the Nomination Committee.
- The Nomination Committee is authorised by the Board to seek any advices from independent professionals, at the Company's expense, to perform its responsibilities and, if necessary, may invite those professional(s) with relevant experience, to attend the meeting of Nomination Committee.
- The Nomination Committee shall be provided with sufficient resources to perform its duties.

9. DUTIES

- The duties of the Nomination Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, race, skills, knowledge and experience) of the Board at least annually and to 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 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular chairman of the Board and chief executives of the Company;
 - (d) to assess the independence of Independent Non-executive Directors. Where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at a general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (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;
 - (ii) if the proposed Independent Non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board.

- (e) to review the policy concerning diversity of Board members, and to disclose the policy on diversity or a summary of the policy in the corporate governance report of the Company; and
 - (f) to monitor the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time devoted to the Board of Independent Non-executive Directors.
- The Chairman shall attend annual general meetings of the Company to respond the Shareholders' questions within the scope of duties of the Nomination Committee. In the Chairman's absence, another Member, or failing this, his or her duly appointed delegate should attend in his or her place.

10. REPORTING PROCEDURES

- The Secretary, in consultation with the Chairman, should be responsible for drawing up the agenda of each of the Nomination Committee meeting. The Secretary shall assist the Chairman and ensure that all Members shall have sufficient information in a timely manner to enable effective discussion at a Nomination Committee meeting. The Chairman shall brief all Members on the issues arising at each of the Nomination Committee meeting.
- The Secretary shall circulate the draft and final versions of the minutes of meetings and reports to all the Members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions restricting such circulation or the making of such reports.
- All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any attendee to such meetings including dissenting views.
- All minutes and/or report(s) of the Nomination Committee shall be circulated to all Board members.

This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.