

**BOSIDENG INTERNATIONAL HOLDINGS LIMITED**  
**(the “Company”)**

**TERMS OF REFERENCE AND MODUS OPERANDI**  
**OF**  
**NOMINATION COMMITTEE**  
**(the “Committee”)**

**Membership**

1. The Committee shall consist of three members appointed by the Company’s board of directors (the “**Board**”) from time to time, a majority of whom shall be an independent non-executive Directors (the “**INEDs**”, and each an “**INED**”).
2. The Board shall designate one of the members, who is also an INED or the chairman of the Board, as the Committee’s Chairman.
3. The Company Secretary shall act as the Committee’s Secretary.

**Frequency and proceedings of meetings**

4. The Committee shall meet at least three times a year. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his/her discretion.
6. The quorum of a meeting shall be two Committee members.
7. Proceedings of the Committee’s meetings shall be governed by Article 121 of the Company’s Articles of Association.

**Duties, powers and functions**

8. 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 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

- (c) without prejudice to the generality of the foregoing:
- (i) review the structure, size, composition and diversity (including but not limited to the skills, knowledge, experience, gender, age, cultural background, educational background and length of service) of the Board 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 any particular appointment and on any proposed changes to the Board to implement the Company's corporate strategy;
  - (ii) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of candidates to stand for election by the Company's shareholders (the "**Shareholders**");
  - (iii) identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors, 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. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
  - (iv) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
  - (v) to review the board diversity policy (the "**Board Diversity Policy**") of the Company, as appropriate; review measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report;
  - (vi) assess the independence of INEDs, including any conflict which a Director may have with the interests of the Group and review the INEDs' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
  - (vii) review annually the time commitment required from a Director (especially a non-executive Director) to perform his/her responsibilities;
  - (viii) make recommendations to the Board on 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;
  - (ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

- (x) conform 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 legislation; and
  - (xi) develop the procedures for the performance evaluation of the Board and 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.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.
10. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- (a) 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;
  - (b) if the proposed INED 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;
  - (c) the perspectives, skills and experience that the individual can bring to the Board; and
  - (d) how the individual contributes to diversity of the Board.

### **Reporting Procedures**

11. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

- END -

Revised on December 31, 2018