

**HUIJING HOLDINGS COMPANY LIMITED**

**滙景控股有限公司**

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

(Stock Code: 09968)

**Nomination Committee**

Terms of Reference

## **Preamble**

1. Huijing Holdings Company Limited (the “**Company**”) was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**HKEX**”) on 16 January 2020.

In compliance with the code provision of the Corporate Governance Codes issued by the HKEX, a Nomination Committee (the “**Nomination Committee**”) needs to be established with the terms of reference as set out and adopted herein.

## **Constitution**

2. The Nomination Committee was established by resolutions of the board of directors of the Company (the “**Board**”, and each director of the Board, a “**Director**”) on 11 December 2019.

## **Membership**

3. The members of the Nomination Committee 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 and at least one member of a different gender. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee one of whom must be independent non-executive Director.
4. The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director.

## **Frequency and procedure of meetings**

5. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions regarding the meetings and proceedings of Directors in the Company’s memorandum and article of association.
6. Meetings shall be held not less than once a year. The chairman of the Nomination Committee shall convene a meeting upon request by any member of the Nomination Committee.
7. An agenda and any accompanying Committee papers should be sent in full to all members of the Nomination Committee in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other agreed period).
8. The Company is obliged to supply the Nomination Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the senior management.

9. The Secretary of the Nomination Committee shall be the company secretary of the Company or his/her appointed delegate.

### **Written Resolutions**

10. A resolution in writing signed by all members shall be as valid and effectual as if it had been passed at a meeting and may consist of several documents in like form each signed by one or more of the members. Such resolution may be signed and circulated by fax or other electric communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Nomination Committee meeting to be held.

### **Annual General Meeting**

11. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Nomination Committee's activities.
12. If the chairman of the Nomination Committee is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Nomination Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

### **Authority**

13. The Nomination Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
14. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

### **Duties**

15. The duties of the Nomination Committee shall include:
  - (a) reviewing the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board annually, assist the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive;
- (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- (d) reviewing the policy for nomination of directors (“**Nomination Policy**”) (including the nomination procedures and criteria for selection and recommendation of candidates for directorship), the implementation and effectiveness of the policy on Board diversity (the “**Board Diversity Policy**”) and the policy on diversity in the Company’s workforce (including senior management) (the “**Workforce Diversity Policy**”) annually; and making disclosure of the policies or a summary of the such policies in the corporate governance report of the Company;
- (e) To review and assess each director’s time commitment and contribution to the Board annually as well as the director’s ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Listing Rules.
- (f) support the Company’s regular evaluation of the Board’s performance; and
- (g) assessing the independence of independent non-executive Directors of the Company having regard to the criteria under the Listing Rules.
- (h) where the Nomination Committee recommends to the Board on the appointment, re-appointment or succession of an individual as an independent non-executive Director, the Committee shall report to the Board the following:
  - (i) the process used for identifying the individual, the reasons of the Committee’s recommendation, the Nomination Committee’s view as to whether the individual is independent and the reasons thereof;
  - (ii) the Nomination Committee’s view as to whether the individual would be able to devote sufficient time to the Board and Board committees and the reasons thereof (particularly where the proposed Independent Non-executive Director will be holding his/her sixth listed company directorship);
  - (iii) the Nomination Committee’s view on the perspectives, skills and experience that the individual would bring to the Board; and
  - (iv) the Nomination Committee’s view on the individual’s contribution to the diversity of the Board.

## **Reporting procedures**

16. Full minutes of the Nomination Committee's meetings should be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
17. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.
18. Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

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