



Vinda International Holdings Limited

維達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3331)

(the “Company”)

NOMINATION COMMITTEE TERMS OF REFERENCE

1. MEMBERSHIP

- 1.1 Member of the nomination committee of the Company (the **Nomination Committee**) shall be appointed by the board of directors of the Company (the **Board**) from among the directors of the Company and shall comprise a minimum of three members a majority of whom shall be independent non-executive directors of the Company.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive director of the Company.
- 1.3 The appointment of the members and the recusal of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolution passed by the Board.
- 1.4 A member of the Nomination Committee departing from the Company or ceasing to be a director of the Company shall, upon such cessation immediately and automatically cease to be a member of the Nomination Committee.

2. SECRETARY

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

3. FREQUENCY OF MEETINGS

Meetings of the Nomination Committee shall be held at least once a year.

4. NOTICE OF MEETINGS

4.1 Unless otherwise agreed by all the Nomination Committee members at a meeting of the Nomination Committee, shall be called in writing at least 7 days prior notice specifying the date, time and venue/method of the meeting.

4.2 A member of the Nomination Committee may arrange the Secretary to convene a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee or all in person or in writing or by telephone or by facsimile or electronic transmission or by telephone number or facsimile number or address or e-mail address from time to time notified to the Secretary by each member of the Nomination Committee or by each of the members of the committee from time to time determined. Any notice given orally shall be confirmed in writing.

4.3 Nomination Committee meetings shall be convened by the Secretary.

4.4 Unless otherwise agreed by all members of the Nomination Committee, an agenda of the meeting to be discussed shall be sent to each member of the Nomination Committee at least 7 days before the date of the meeting. Meeting documents including each meeting agenda shall be sent to the members of the Nomination Committee and the appropriate attendees at the same time.

5. PROCEEDINGS OF MEETINGS

- 5.1 The quorum of a Nomination Committee meeting shall be a majority of the Nomination Committee. One member of the Board may be invited to attend an Nomination Committee meeting but he shall not be counted as a member of the quorum and a resolution shall not be passed at such meeting. A meeting chairman shall be elected if the Nomination Committee chairman cannot attend the meeting.
- 5.2 Members of the Nomination Committee may participate in a meeting of the Nomination Committee by means of a conference telephone or other communication equipment, although not all participants in the meeting can hear each other and participation in a meeting by audio or video conference shall constitute presence in person at such meeting.
- 5.3 Resolutions proposed at an Nomination Committee meeting shall be passed by the majority of the members present at the meeting. In the case of an equality of votes, the chairman of the Nomination Committee shall have the casting vote.

6. WRITTEN RESOLUTIONS

Subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time (the **Listing Rules**) and the articles of association of the Company, resolutions of the Nomination Committee may be passed by all members of the Nomination Committee in writing.

7. AUTHORITY

- 7.1 The Nomination Committee is authorized by the Board to seek and receive information from the employees of the Company and its subsidiaries which is within the Nomination Committee's scope of duties.
- 7.2 The Nomination Committee is authorized by the Board to obtain independent professional advice, and to incur the expense of independent professional advice which it deems necessary in the exercise of its duties if it considers it necessary or desirable to perform its duties.

7.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

8. RESPONSIBILITIES AND DUTIES

8.1 The responsibilities and duties of the Nomination Committee shall include, but not be limited to, the following:

- (a) to evaluate the interest, experience, diversity and composition (including its geographical distribution, gender, age, cultural and educational background, ethnicity, professional experience, skill knowledge and length of service) of the Board and to make recommendations to the Board regarding any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals qualified to become Board members and to elect or make recommendations to the Board on the election of individuals nominated for directorship of the Company;
- (c) to assure the independence of independent non-executive directors of the Company;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors in particular, the chairman and the chief executive;
- (e) to report to the Board on its decisions or recommendations, including the legal or regulatory implications on its ability to do so (such as a restriction on disclosure of director or regulatory information);
- (f) to evaluate the Board Diversity Policy, as appropriate; and to evaluate the 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 evaluation in the corporate governance report of the Company annual;

(g) to do nothing to conform an equity instrument, direction, and regulation has a form of time to be prescribed by the Board contained in the constitution of the Company imposed by the Listing Rules applicable to it; and

(h) to make available information of effective explanation of the authority delegated to it by the Board including them on the website of The Stock Exchange of Hong Kong Limited and the Company website. The information of effective of the Nomination Committee should be provided, upon request and the role and function of the Nomination Committee shall be explained in the corporate governance report of the Company.

8.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee should also in the circular to shareholders and/or a plan of action accompanying the notice of the election general meeting the following information: (i) the procedure used for identifying the nominee and his belief that the individual should be elected and the reasons for his confidence that the individual to be independent; (ii) the perspective and experience has the person can bring to the Board; (iii) how the nominee should contribute to the Board; and (iv) if the proposed independent non-executive director will be holding his/her own home limited company directorship, his belief that he should be able to devote sufficient time to the Board.

9. MINUTES OF MEETINGS

9.1 The Secretary shall record all proceedings and resolutions of all meetings of the Nomination Committee, including the names of those attended and present, papers and keep minutes recording in sufficient detail the major conclusions and decisions reached, including any concerns raised by directors or disinterested persons.

9.2 The Secretary shall circulate the draft and final version of minutes of meetings and all written resolutions of the Nomination Committee to all members of the Nomination Committee for their comment and record within a reasonable time after the meeting or the passing of the written resolutions.

10. CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The articles of association of the Company relating to the meetings and proceedings of the Directors shall remain applicable and not inconsistent with the provisions of the Terms of Reference shall apply to the meetings and proceedings of the Nomination Committee.

11. POWERS OF THE BOARD

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke the Terms of Reference and/or any resolution passed by the Nomination Committee provided that no amendment or revocation of the Terms of Reference and/or any resolution passed by the Nomination Committee shall in any way prejudice or affect the validity of any resolution which would have been valid if the Terms of Reference had not been amended or revoked.

12. GENERAL

The Nomination Committee shall have the discretion, as it may deem reasonable and in the interests of the Company, to do anything and exercise any powers granted to it in accordance with any rule, direction, and regulation having force from time to time prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or any applicable law.

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

Revised on 31 December 2018