



**Vinda International Holdings Limited**  
**維達國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(the “Company”)**

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

- 1.1 Members of the nomination committee of the Company (the “**Nomination Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”) from amongst 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 secretary of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions 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 or his/her delegate shall be the secretary 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, a meeting of the Nomination Committee shall be called with at least three days' prior notice specifying the date, time and venue/method of the meeting.
- 4.2 A member of the Nomination Committee may at any time request the Secretary to summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or e-mail address from time to time notified to the Secretary by such member of the Nomination Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 4.3 Nomination Committee meetings shall be convened by the Secretary.
- 4.4 Unless waived by all members of the Nomination Committee, an agenda of the matters to be discussed shall be sent to each member of the Nomination Committee at least three days before the date of the meeting. Meeting documents including such meeting agenda shall be sent to the members of the Nomination Committee and other appropriate attendees at the same time.

#### **5. Proceedings of meetings**

- 5.1 The quorum of a Nomination Committee meeting shall be two members of the Nomination Committee. Other members of the Board may be invited to attend any Nomination Committee meetings, but they shall not be counted towards the quorum and are not entitled to vote at such meetings. A meeting chairman should 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 communications equipment through which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 5.3 Resolutions proposed at any Nomination Committee meeting shall be passed by the majority of the members present at the meeting. In the case of an equality of votes, 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 any necessary 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 secure the attendance of independent professional advisers with relevant experience and expertise if it considers 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 review the structure, size, diversity and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually 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 suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships of the Company;
- (c) to assess 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, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements);
- (f) to review the Board Diversity Policy, as appropriate; and review 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 review results in the corporate governance report of the Company annually;
- (g) to do such things to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- (h) to make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the website of The Stock Exchange of Hong Kong Limited and the Company's website. The terms of reference 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 set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why it believes the individual should be elected and the reasons why it considers the individual to be independent.

## **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, prepare and keep minutes recording in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed.
- 9.2 The Secretary shall circulate the draft and final versions of minutes of meetings and all written resolutions of the Nomination Committee to all members of the Nomination Committee for their comment and records within 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 regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of these Terms of Reference shall apply to regulate 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 these Terms of Reference and/or any resolution passed by the Nomination Committee provided that no amendments to or revocation of these Terms of Reference and/or any resolution passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if these Terms of References had not been amended or revoked.

## **12. General**

The Nomination Committee shall have the discretion to, as it deems reasonable and in the interest of the Company, do such things and exercise such powers granted to it in accordance with any rule, direction, and regulation that may from time to time be 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 7 April 2017