



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 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 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 election 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 action 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

Meeting 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 in 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 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 e-mail address of the member notified of the meeting by the Secretary or by each member of the Nomination Committee or by each of the members of the member's family or by any other person named in the notice given to the member. Any notice given orally shall be confirmed in writing.

4.3 Nomination Committee meeting 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 the 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. One member of the Board may be invited to attend any Nomination Committee meeting, but he shall not be counted towards the quorum and a resolution passed at such meeting. 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 communication 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, 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 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 criteria, i.e. diversity and composition (including its diversity, 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 change to the Board to complement the Company's corporate strategy;
- (b) to identify individual suitably qualified to become Board members and to elect or make recommendations to the Board on the election of individual nominees for directorship of the Company;
- (c) to ensure 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 decision on recommendations, including the legal or regulatory restrictions on its ability to do so (such as restrictions on disclosure of regulatory requirements);
- (f) to review the Board Diversity Policy and to advise the Board on its measurable objectives; the Board has a responsibility for implementing the Board Diversity Policy and the progress on achieving the objectives; and make disclosure of its review and in the corporate governance report of the Company's annual report.

- (g) to do nothing to conform and amend, directions, and regulations that may from time to time be prescribed by the Board contained in the constitution of the Company or imposed by the Listing Rules or applicable laws; and
- (h) to make available information of reference explaining its role and 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 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 a general meeting, the Nomination Committee should also, in the circular to shareholders and/or a memorandum accompanying the notice of the relevant general meeting, the following information: (i) the procedure followed for identifying the nominee and how it believes the individual should be elected and the reasons how it considers the individual to be independent; (ii) the perspective, skill and experience that the person can bring to the Board; (iii) how the nominee should contribute to the diversity of the Board; and (iv) if the proposed independent non-executive director will be holding his or her wholly owned company directorship, how it believes he or she will 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 name of those attended and present, papers and keep minutes recording in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or directors' representatives.
- 9.2 The Secretary shall circulate the draft and final version of minutes of meeting and all relevant resolutions of the Nomination Committee to all members of the Nomination Committee for their comment and record within reasonable time after the meeting or the passing of the relevant resolutions.

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

The articles of association of the Company regarding the meeting and proceeding of the Directors shall remain applicable and not inconsistent with the provisions of the Memorandum of Reference shall apply to the meeting and proceeding of the Nomination Committee.

11. POWERS OF THE BOARD

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

12. GENERAL

The Nomination Committee shall have the discretion to, as it deems reasonable and in the interests of the Company, do anything and exercise each power 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 31 December 2018