



INNO-TECH HOLDINGS LIMITED

匯 創 控 股 有 限 公 司 *

(incorporated in Bermuda with limited liability)

(Stock Code : 8202)

INNO-TECH HOLDINGS LIMITED

(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. *Constitution*

1.1 The Board of Directors (the “**Board**”) of Inno-Tech Holdings Limited (the “**Company**”) established the Nomination Committee (the “**Nomination Committee**”) on 18 January 2012.

2. *Objectives*

2.1 In accordance with the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the Nomination Committee was established with an objective to review the structure, size and composition of the Board and to recommend on matters in relation to appointments or re-appointments of directors of the Company (the “**Directors**”).

3. *Composition*

3.1 The Nomination Committee shall comprise at least three members (the “**Members**”). A majority of them shall be independent non-executive directors of the Company.

* For identification purpose only

3.2 The Board may nominate any one of the Members as the Chairman of the Nomination committee.

4. *Secretary of the Nomination Committee*

4.1 The company secretary of the Company shall act as the secretary of the Nomination Committee and shall be responsible for matters relating to the Nomination Committee meetings and keeping minutes.

5. *Meeting and Quorum*

5.1 The quorum for the Nomination Committee meeting shall be two Members. In the absence of the Nomination Committee chairman, the Members present shall elect one of their numbers to chair that meeting.

5.2 The Nomination Committee shall hold at least one meeting in a year to discharge its duties set forth in these Terms of Reference.

5.3 Seven days' notice or such shorter notice as may be agreed by Members will be given by the secretary specifying the place, date, time and agenda of the meeting and/or related board papers should be sent in full to all Members in a timely manner and where practicable at least 3 days before the intended date of the Nomination Committee meeting.

5.4 The secretary shall minute the proceedings and resolutions of all meetings as well as keep appropriate records. Any minutes signed by the chairman of the meeting to which they relate or of the meeting at which they are read, shall be sufficient evidence without any further proof of the facts stated therein. Minute of all meetings shall be circulated to all Members.

5.5 The chairman of the Nomination Committee should attend the annual general meeting to answer any shareholder questions on the Nomination Committee's activities.

6. *Authority*

- 6.1 The Nomination Committee is authorised by the Board to carry out such related matters in accordance with its terms of reference. It is authorised to obtain any information it requires from any employees of the Company.
- 6.2 The Nomination Committee is authorised by the Board to seek external legal or other independent professional advice and if it considers necessary, and to invite outside parties with relevant experience and expertise to attend meetings, at the Company's expense.

7. *Duties and Responsibilities*

The duties and responsibilities of the Nomination Committee include the following:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board;
- (c) to assess the independence of independent non-executive Directors;
- (d) to review the results of the Board performance evaluation process that relate to the composition of the Board;
- (e) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive; and
- (f) to review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy. To make disclosure of its review results in the Corporate Governance Report annually.

8. *Reporting procedures*

8.1 The chairman of the Nomination Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Nomination Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

(Adopted by the Company pursuant to the Board resolution passed on 18 January 2012 and revised on 28 August 2013)