

*These terms of reference are prepared in Chinese and English. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*



## **COME SURE GROUP (HOLDINGS) LIMITED**

**錦勝集團(控股)有限公司\***

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

**(Stock Code: 00794)**

**(“Company”)**

### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

##### **1. Organization**

The board (“**Board**”) of directors (“**Directors**”) of the Company has resolved to set up a nomination committee of the Board (“**Committee**”).

##### **2. Objective**

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

##### **3. Composition**

3.1 The Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Committee (“**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors.

3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

##### **4. Secretary**

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

\* *for identification purpose only*

## **5. Duties**

The duties of the Committee are as follows:

- 5.1 review the structure, size and composition (including the 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;
- 5.2 review the Company's board diversity policy and the progress on achieving the objectives set for implementing the said policy;
- 5.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.4 assess the independence of independent non-executive Directors;
- 5.5 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;
- 5.6 develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for the role of Directors for the Board's approval; and
- 5.7 conform to any requirement, direction and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any applicable laws.

## **6. Meetings of the Committee**

### **6.1 Number of meeting**

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meeting could be convened.

### **6.2 Notice of meeting**

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

### **6.3 Quorum**

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

#### 6.4 Conducting the meetings

Meetings could be convened by attending in person, by telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

#### 6.5 Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

#### 6.6 Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings. If required, the Committee could seek independent professional advice, the fees of which should be paid by the Company.

#### 6.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

### **7. Report**

Chairman of the Committee or other Member who is authorized by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

### **8. Interpretation**

Interpretation of these terms of reference shall belong to the Board.

*(Adopted by the Company pursuant to the Board's resolution passed on 25 May 2009 and revised on 27 March 2012, 29 August 2013 and 31 December 2018)*