



# **XIEZHONG INTERNATIONAL HOLDINGS LIMITED**

(the “Company”)

## **NOMINATION COMMITTEE — TERMS OF REFERENCE** **(“TERMS OF REFERENCE”)**

### **I. CONSTITUTION**

1. The board (the “**Board**”) of directors of the Company (the “**Directors**”) has resolved to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

### **II. MEMBERSHIP**

2. The members of the Committee shall be appointed by the Board from time to time from among the non-executive Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. A quorum shall be two members.
3. The chairman of the Committee shall be appointed by the Board whom shall be an independent non-executive Director.

### **III. FREQUENCY OF MEETINGS**

4. The Committee shall meet at least once a year. Additional meetings should be held if the Committee shall so request.

### **IV. AUTHORITY**

5. The Committee shall report directly to the Board.
6. The Committee is authorized to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, at the Company’s expense, if it considers necessary.
7. The Committee shall be provided with sufficient resources to perform its duties.

### **V. DUTIES**

8. The duties of the Committee shall include the following aspects:

(Effective from 1 January 2019)

- a. To formulate, review and implement, as appropriate, a policy for the nomination of directors, including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship for the Board's approval;
- b. To formulate a policy concerning board diversity, monitoring the implementation of such policy and to review the same, as appropriate, to ensure the effectiveness of such policy;
- c. To review the structure, size and composition (having regard, without limitation, the balance between executive, non-executive and independent non-executive directors as well as diversity including skills, knowledge, professional experience, competences, length of service, gender, age, ethnicity, cultural and educational background) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- d. To identify and select individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships;
- e. To assess the independence of independent non-executive directors;
- f. To make recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive of the Company; and
- g. To ensure the Board receives an appropriate continuous training programme.

## **VI. REPORTING PROCEDURES**

9. The company secretary shall be the secretary of the Committee.
10. The secretary shall circulate the minutes of the meetings and reports of the Committee to all members of the Board.

## **VII. PUBLICATION OF THESE TERMS OF REFERENCE**

11. A copy of these Terms of Reference will be made available to any person without charge upon request, and both notice as to such availability and these Terms of Reference will be posted on the websites of the Company and the Stock Exchange.