



# **HOP HING GROUP HOLDINGS LIMITED**

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

**(Stock Code: 47)**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

*(Adopted on 21 March 2012 and revised on 30 August 2013)*

### **1. AUTHORITY & MEMBERSHIP**

The Committee should be established by the Company and it should be chaired by the board chairman of the Company or an independent non-executive director of the Company and comprising a majority of members of independent non-executive directors. A quorum shall be two members.

The terms of reference of the Committee must be approved by the Board.

### **2. FREQUENCY OF MEETINGS**

Meeting shall be held at least once a year. A meeting of the Committee could be by way of a physical meeting or telephone conference or by passing a written resolution by all members of the Committee.

### **3. ROLES AND DUTIES OF THE NOMINATION COMMITTEE**

To carry out the Committee's responsibility, the Committee should give adequate consideration to the Board Diversity Policy (the "Policy") approved by the Board.

The Committee shall have the following specific roles, duties and authority:–

- (a) To review the structure, size and composition (including but not limited to age, gender, culture and educational background, professional experience, skill and knowledge) 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 based on merit and the contribution the chosen candidate will bring to the Board, having regard for the benefits of diversity on the Board;
- (c) to assess the independence of independent non-executive directors;
- (d) 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;
- (e) to review the Policy when appropriate to ensure its effectiveness and to discuss any revisions that may be required to be considered and approved by the Board;
- (f) the Nomination Committee should be provided with sufficient resources to discharge perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities; and
- (g) to make available the Committee's terms of reference, explaining its role and the authority delegated to by the board by including them on the Hong Kong Stock Exchange's website and the Company's website.