

**DINGYI GROUP INVESTMENT LIMITED**  
**鼎億集團投資有限公司**  
**(“Company”)**

**Terms of Reference of  
Nomination Committee (“Committee”)**

**CONSTITUTION**

The Committee is established by the board (“Board”) of directors (“Directors”) of the Company.

**MEMBERSHIP**

The members of the Committee shall be appointed by the Board and shall comprise at least 3 members, majority of whom shall be independent non-executive Directors.

The chairman of the Committee (“Chairman”) shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The chairman of the Board, the chief executive officer, or the chief financial officer, if invited, shall attend meetings of the Committee. Other Directors shall have the right of attendance.

If a regular member of the Committee is unable to act due to absence, illness or any other cause, he or she may appoint another independent non-executive Director to serve as an alternate member.

**SECRETARY**

The company secretary of the Company or any other person invited by the Committee shall act as the secretary of the Committee (“Secretary”).

**QUORUM**

A quorum of the meeting shall be 2 members.

**FREQUENCY OF MEETINGS**

Meetings shall meet at least once a year and otherwise as required.

**NOTICE OF MEETINGS**

The Secretary shall convene meetings and circulate papers in advance of the meeting.

**AUTHORITY**

The Committee is authorized by the Board to obtain sufficient resources to perform its duties, including the resources for seeking independent professional advice, at the Company’s expense, to perform its responsibilities.

## **DUTIES**

The duties of the Committee shall include:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and length of service) 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 consider the skills mix needed in respect of Directors and make recommendations to the Board;
- (c) to identify and nominate individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships. Academic and professional qualifications, business experience, expertise and knowledge as well as other requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be assessed to determine if the nomination is suitable;
- (d) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in a report on corporate governance practices prepared by the Board in the Company's summary financial reports;
- (e) to regularly review the time required from a Director to perform his responsibilities;
- (f) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
- (g) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

The Chairman or in the absence of the Chairman, another member of the Committee or failing this, his duly appointed delegate, shall attend an annual general meeting and be prepared to answer any questions from shareholders of the Company on the Committee's activities.

## **REPORTING PROCEDURES**

The Secretary shall circulate the minutes of meetings of the Committee to the Board and such minutes should be kept by the Secretary.