



CIAM Group Limited

事安集團有限公司

Terms of Reference for the Nomination Committee

These terms of reference were approved and adopted by the resolutions of the board of directors of the Company (the “**Board**”) with effect from 7 July 2015.

1 Membership

- 1.1 Members of the Nomination Committee should be appointed by the Board.
- 1.2 A majority of the members of the Nomination Committee should be independent non-executive directors.

2 Chairman

- 2.1 The chairman of the Nomination Committee should be appointed by the Board and must be the chairman of the Board or an independent non-executive director of the Company.

3 Secretary

- 3.1 The company secretary should be the secretary of the Nomination Committee.
- 3.2 In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee should elect another person as the secretary.

4 Quorum

- 4.1 The quorum for meetings of the Nomination Committee should be any two members.
- 4.2 A duly convened meeting of the Nomination Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, should be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5 Frequency of meetings

- 5.1 The Nomination Committee should meet at least once a year (“**regular meeting**”).



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6 Attendance at meetings

- 6.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through electronic means of communication.

7 Notice of meetings

- 7.1 A meeting of the Nomination Committee may be convened by any of its members, or by the secretary of the Nomination Committee at the request of any of its members.
- 7.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days should be given of a regular meeting of the Nomination Committee, and such notice should be sent to each member of the Nomination Committee and to any other person invited to attend. For all other meetings of the Nomination Committee, reasonable notice should be given.
- 7.3 For a regular meeting of the Nomination Committee, and as far as practicable in all other cases, an agenda and accompanying supporting papers should be sent, in full, to all members of the Nomination Committee and to other attendees as appropriate. These should be sent in a timely manner and at least 3 days before the intended date of the meeting (or other agreed period).
- 7.4 Any member of the Nomination Committee should be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

8 Minutes of meetings

- 8.1 The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee should record in sufficient detail the matters considered and decisions reached at such meetings. The minutes should also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.
- 8.2 The secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee should not be counted towards the quorum and he must abstain from voting on any resolution of the Nomination Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) apply.
- 8.3 Draft and final versions of minutes of Nomination Committee meetings should be sent to all Nomination Committee members for their comment and records respectively, within a reasonable time after the meeting. Once the minutes are signed, the secretary should circulate the minutes and reports of the Nomination Committee to all members of the Board.
- 8.4 Minutes of the Nomination Committee should be kept by the secretary of the Nomination Committee and should be open for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.



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9 Annual general meeting

- 9.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, should attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

10 Other regulations governing the meetings and proceedings of the Nomination Committee

- 10.1 Unless otherwise specified above, the provisions contained in the Company's bye-laws for regulating meetings and proceedings of directors should apply to the meetings and proceedings of the Nomination Committee.

11 Duties

- 11.1 The duties of the Nomination Committee are as follows:-

- (a) review the structure, size and diversity (including but without limitation to gender, age, cultural and education background, professional and industry experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Group's business strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors;
- (d) 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) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (f) 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.

12 Reporting responsibilities

- 12.1 The Nomination Committee should compile a report to shareholders on its role and work performed by it during the year, including determining the policy for the nomination of directors, and the nomination procedures and the process and criteria adopted by it to select and recommend candidates for directorship during the year, for inclusion in the Company's Corporate Governance Report.



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- 12.2 The Nomination Committee should report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

13 Others

- 13.1 The Nomination Committee should be provided with sufficient resources to perform its duties.
- 13.2 All members of the Nomination Committee should have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.
- 13.3 In the event that the Nomination Committee or any member of the Nomination Committee requires access to outside independent professional advice in connection with its/his duties, a request may be made to the Board through the company secretary. All such requests should be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.
- 13.4 Every member of the Nomination Committee should ensure that he can give sufficient time and attention to his duties as a member of the Nomination Committee. He should give the Company the benefit of his skills and expertise through regular attendance and active participation.
- 13.5 The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order to enabling it to discharge its duties.
- 13.6 The Nomination Committee and each of its members should have separate and independent access to the Company's senior management.

14 Publication of the terms of reference of the Nomination Committee

- 14.1 The terms of reference of the Nomination Committee should be posted on the Stock Exchange's website and the Company's website.