

SINOMAX GROUP LIMITED
盛諾集團有限公司

**Terms of Reference of
the Nomination Committee of the Board of Directors**

1 Constitution

The Nomination Committee (“Committee”) is established by the board of directors (“Board”) of Sinomax Group Limited (“Company”), in accordance with paragraph A.5 of Appendix 14 “Corporate Governance Code” to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), to assist it:

- (a) to oversee the composition of the Board to ensure that qualified and competent individuals serve as members of the Board and its committees; and
- (b) to develop, recommend to the Board and oversee the implementation of corporate governance principles and policies relating to the operation of the Board and its committees and the Company as a whole.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board from the directors of the Company and the Committee shall consist of at least three members. The majority of members shall be independent non-executive directors.
- 2.2 The chairman of the Committee shall be appointed by the Board.
- 2.3 Members of the Committee shall share the same term of office with that of the directors of the Company. The members may, upon the expiry of their term in office, offer themselves for re-election. During this period, if any member is no longer the director of the Company, his/her Committee membership shall be terminated automatically. The Board shall fill the vacancy according to clauses 2.1 and 2.2 above.

3 Secretary of the Committee

The secretary of the Committee shall be the company secretary of the Company or other individuals appointed by the Committee from time to time.

4 Meeting

- 4.1 The Committee shall hold regular meetings and temporary meetings. Regular meetings shall be convened at least once a year. Temporary meeting shall be convened when proposed by a Committee member.
- 4.2 Any provision in the Company’s Articles of Association applicable to the convening and proceedings of Board meeting shall be deemed applicable to the Committee meeting with all necessary adjustments having been made thereto.
- 4.3 Directors and other senior executives shall be invited to attend the Committee meeting if necessary.
- 4.4 The Company should provide sufficient resources to the Committee for the performance of its duties. The Committee may consult independent professionals at the Company’s expense if necessary.

- 4.5 Before a Committee meeting, the members shall report their interests in the matters to be discussed at the meeting. If any matters to be discussed involve conflicts of interests with a member or any of his/her associates (see the Listing Rules for definition), the member shall neither vote and nor be counted towards the quorum.

5 Duties and Authority

- 5.1 To review the structure, size, diversity and composition of the Board and make recommendations regarding any proposed changes to the Board in line with Company strategies;
- 5.2 To develop and formulate relevant procedures for nomination and appointment of directors;
- 5.3 To identify suitable candidates for appointment as directors;
- 5.4 To assess the independence of independent non-executive directors;
- 5.5 To make recommendations to the Board on appointment or re-appointment of and succession planning for directors; and
- 5.6 Other rights authorised by the Board.

6 Reporting Procedure

- 6.1 Minutes of the Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director of the Company.
- 6.2 Minutes of meetings of the Committee shall record in sufficient details the matters considered by the Committee and decisions reached, including any concerns raised by directors, members or dissenting views expressed. Draft and final versions of the minutes shall be sent to all members of the Committee for their comments and records respectively within a reasonable time after a meeting.
- 6.3 Without prejudice to the generality of the duties of the Committee set out in these Terms, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

7 Annual General Meeting

If required by the Board, the chairman of the Committee (or in his absence, another member of the Committee or his/her duly appointed representative) shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder's question on the Committee's activities and its responsibilities.

8 Powers of the Board

- 8.1 The power to interpret these Terms of Reference shall vest in the Board.
- 8.2 These Terms of Reference shall come into force after being reviewed and approved by the Board.

9 Others

The English version and the Chinese version of these Terms of Reference shall be published on the Company's website and the Stock Exchange's website.