



BGMC International Limited

璋利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company” or “BGMC”)

(Stock Code: 1693)

Terms of reference of the Nomination Committee (the “Committee”) of the Board (the “Board”) of Directors (the “Directors”) of the Company (adopted by the Company on 3 July 2017 and revised on 28 May 2019)

1.1 Composition

- 1.1.1 The Committee will be composed of **at least three (3)** Directors.
- 1.1.2 The Committee shall comprise a **majority** of independent non-executive Directors (the “INEDs”) under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Members of the Committee (“Members”) shall be appointed by the Board.
- 1.1.3 The chairman or chairlady of the Committee (the “**Chairman**”) shall be appointed by the Board and must be the chairperson of the Board or an INED.
- 1.1.4 The company secretary of the Company or his/her nominee shall act as the secretary of the Committee (the “**Secretary**”).
- 1.1.5 The Committee may from time to time appoint any other person with appropriate qualification and experience to act as the Secretary.

1.2 Frequency And Proceedings Of Meetings

- 1.2.1 The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
- 1.2.2 In addition, the Chairman, any Member, or on the instruction of the Chairman or any Member, the Secretary may convene additional meetings at his/her discretion.
- 1.2.3 The quorum of a meeting shall be **two (2)** Members.
- 1.2.4 Proceedings of the Committee’s meetings shall be governed by relevant provisions of the articles of association of the Company (as amended from time to time) or such proceedings of meetings and adopted by the Company from time to time.
- 1.2.5 The Chairman or (if absent) the other Member or failing this, his/her delegate should attend the annual general meetings of the Company, and handle the enquiry of BGMC’s shareholders (the “**Shareholders**”) on the activities and responsibilities related to the Committee at such meetings.

1.3 Duties, Powers And Functions

The Committee shall —

1.3.1 formulate a nomination policy for the Board's consideration and implement the Board's approved nomination policy; and

1.3.2 without prejudice to the generality of the foregoing:

- (a) review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional 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 Company's corporate strategy;
- (b) consider the selection criteria of the Directors, and develop procedures for the sourcing and selection of candidates to stand for election by the Shareholders or to fill casual vacancies of the Directors. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) assess the independence of the INEDs and review the INEDs' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report contained in the Company's annual report (the "**Corporate Governance Report**");
- (d) regularly review the time required from a Director to perform his/her responsibilities;
- (e) review the Company's policy on board diversity (the "**Board Diversity Policy**") and any measurable objectives that the Board has set for implementing the Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and make disclosure of its progress and review results in the Corporate Governance Report annually;
- (f) make recommendations to the Board on the appointment or re-appointment of the Directors and review succession planning for the chairperson of the Board, the chief executive officer as well as the senior management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- (g) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (h) 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; and
- (i) make or review disclosures regarding nomination of Directors and the Board Diversity Policy, as appropriate, under all applicable rules and regulations.

1.3.3 The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

1.4 Reporting Procedures

The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Chairman shall report the Committee's findings and recommendations to the Board.

