



**融太集團股份有限公司**  
**MAGNUS CONCORDIA GROUP LTD**

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

**(Stock Code: 1172)**

**TERMS OF REFERENCE FOR NOMINATION COMMITTEE**

(amended and restated with effect from 17 January 2019)

**MEMBERSHIP**

1. The members of the Nomination Committee (the “Committee”) shall be appointed by the board of directors (the “Board”) of Magnus Concordia Group Limited (the “Company”) and shall consist of not less than three members, and a majority of independent non-executive directors. A quorum shall be two members.
2. The chairman of the Committee shall be an independent non-executive director or the chairman of the Board.
3. The term of each Committee member shall be the same as his/her term as a director. Subject to the articles of association and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
4. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

## **ATTENDANCE AND PROCEEDINGS AT MEETINGS**

5. The chairman of the Board and/or the chief executive may be invited to attend the meeting when necessary.
6. The company secretary of the Company shall be the secretary of the Committee.
7. Unless specified by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company's articles of association regulating the meetings and proceedings of the directors.

## **FREQUENCY OF MEETINGS**

8. Meetings shall be held at least once a year and whenever necessary.

## **AUTHORITY**

9. The Committee should consult the chairman of the Board and/or the chief executive about any proposals on changes to the Board and seek independent professional advice, if necessary, to perform its duties.
10. The Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

## **DUTIES**

11. The duties of the Committee are:
  - (a) to review the structure, size and composition at least annually (including the skills, knowledge, diversity and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and policies, as appropriate;

- (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;
- (c) 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;
- (d) to assess the independence of independent non-executive directors (including but not limited to in the case of appointment and re-appointment of independent non-executive directors) having regard to relevant guidelines or requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in place from time to time;
- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of directors (the “Nomination Policy”); and
- (f) to review the Company’s Board Diversity Policy and Nomination Policy on a regular basis and recommend any proposed changes to the Board for approval.

## **REPORTING PROCEDURES**

12. The secretary of the Committee shall record, keep and circulate final versions of the minutes of meetings to the Board, and drafts and final versions of the minutes to the members of the Committee and make the full minutes available for inspection at any reasonable time on prior reasonable notice by any director.
13. The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.
14. The Committee chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed alternate shall attend the annual general meeting of the Company and be available to answer questions thereat on the Committee’s activities and its responsibilities.

*Note: In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.*