



ICO GROUP LIMITED

揚科集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the “Company”, together with its subsidiaries, the “Group”)

(Stock code:1460)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(the “Committee”)

(updated as at 3 October 2016)

1. Composition

- 1.1 The Committee shall be appointed by the Board. The Committee shall consist of not less than three members and a majority of its members shall be independent non-executive Directors.
- 1.2 The Chairman of the Committee (the “**Chairman**”) shall be appointed by the Board who shall be the chairman of the Board or an independent non-executive Director. In the absence of the Chairman, members present may elect any member (who should be an independent non-executive Director) to conduct the meeting.

2. Objective

- 2.1 The Committee is responsible for:
 - (i) identifying suitable individuals qualified to become Directors of the Company; and
 - (ii) ensuring that the structure, size and composition of the Board complement the Company’s corporate strategy.
- 2.2 The Committee is accountable to the Board.

3. Secretary

Save as otherwise appointed by the Committee, the secretary of the Committee shall be the secretary of the Company.

* *For identification purpose only*

4. Meetings

- 4.1 Meetings of the Committee shall be held at least once a year and at such other times as the Committee determines appropriate.
- 4.2 The quorum of a meeting shall be two members of the Committee.
- 4.3 Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company as amended from time to time.
- 4.4 Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least seven (7) days' prior notice.
- 4.5 At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee and may attend all the meetings of the Committee.
- 4.6 Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 4.7 The Chairman may request the proposed Director to attend Committee meeting if he/she considers necessary and with suitable reasons.

5. Committee's Resolutions

- 5.1 A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") for a meeting of the Board or Committee to be held.

6. Duties

- 6.1 The duties of the Committee shall include:
 - (1) To formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
 - (2) without prejudice to the generality of the foregoing:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) 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 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 assess the independence of the independent non-executive Directors, review the independent non-executive Directors' annual confirmations on their independence and make disclosure of its review results in the corporate governance report;
- (d) 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; and
- (e) to formulate a policy concerning the diversity of Board members and disclose such policy or a summary of such policy in the corporate governance report.

7. Authorities

- 7.1 The Committee shall be provided with sufficient resources to perform its duties including the resources for seeking independent professional advices from outsiders at the Company's expenses.
- 7.2 The Committee is authorised by the Board to deal with matters within the terms of reference and has the authority to obtain relevant information from employees, obtain outside legal or other independent professional advice and invite the attendance of outsiders with relevant experience and expertise if it considers necessary.

8. Reporting procedures

- 8.1 The Committee should report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.2 Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee and circulate the minutes of meetings of the Committee to all members of the Board.

9. Revision of Terms of Reference

- 9.1 These Terms of Reference shall be reviewed and, when necessary, can be revised by the Board from time to time.