

# FLYKE INTERNATIONAL HOLDINGS LTD.

## 飛克國際控股有限公司

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

**(the “Company”)**

### **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ADOPTED BY THE BOARD ON 28 MARCH 2012 AND AMENDED ON 28 DECEMBER 2018**

#### **1 Membership**

- (a) The Nomination Committee (hereinafter referred to as the “**Committee**”) shall be appointed by the Board of Directors (the “**Board**”) and shall consist of an Executive Director and two Independent Non-Executive Directors (the “**INEDs**”) of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be the Chairman of the Board or an INED and a member of the Committee appointed by the Board.

#### **2 Attendance at Meeting**

- (a) The quorum of a meeting of the Committee shall be two members of the Committee, of which at least one should be an INED.
- (b) At all times the Chairman of the Board shall be notified in advance of all meetings of the Committee.
- (c) The company secretary shall be the secretary of the Committee who should attend all meetings of the Committee.
- (d) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of 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.

### **3 Frequency of Meetings**

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

### **4 Committee's Resolutions**

A resolution in writing signed by all the members of the Committee shall be as valid and effectual 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 the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

### **5 Authorities**

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.
- (c) The authority of the Committee should be provided upon request from the shareholders and the role of the Committee should be explained in the Corporate Governance Report in the Annual Report of the Company.
- (d) The Committee is to be provided with sufficient resources to perform its duties.
- (e) Where the Board proposes a resolution to elect an individual as an Independent Non-Executive Director at the general meeting, the Committee should ensure it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
  - (i) the process used for identifying the individual and why the Board believe the individual should be elected and the reasons why it considers the individual to be independent;

- (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes that the individual would still be able to devote sufficient time to the Board;
- (iii) the perspectives, skills and experience that the individual can bring to the Board; and
- (iv) how the individual contributes to diversity of the Board.

## **6 Duties**

The duties of the Committee shall include at least:

- (a) to review the policy concerning diversity of Board members and 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, and disclose such policy in the Corporate Governance Report in the Annual Report of the Company;
- (b) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria to recommend candidates for directorship, and to review periodically and disclose the policy and the progress made towards achieving the objectives set in the policy pursuant to the Listing Rules and disclose such policy in the Corporate Governance Report of the Company;
- (c) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of Independent Non-Executive Directors;
- (e) 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;
- (f) to do any such things to enable the Committee to perform its powers and functions conferred on it by the Board;

- (g) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- (h) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

## **7 Reporting Procedures**

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting/resolution in writing of the Committee, the chairman of the Committee shall report their decisions and recommendations of the Committee to the Board.
- (b) Full minutes/resolutions in writing of Committee meetings shall be kept by the Secretary of the Committee. Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- (c) Copies of the minutes/resolutions in writing of Committee meetings shall be submitted to the Board at its meetings.

## **8 Availability and Update of the Terms of Reference**

- (a) This Terms of Reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.
- (b) This Terms of Reference shall make available on the websites of the Company and The Stock Exchange of Hong Kong Limited.