

Casablanca Group Limited

(the "Company")

Nomination Committee Terms of Reference

1. CONSTITUTION

The board of directors of the Company (the "**Board**") hereby constitutes and established a nomination committee (the "**Nomination Committee**") with the authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

2.1 The Nomination Committee shall be appointed by the Board and shall consist of not less than three (3) members.

2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors.

2.3 The members of the Nomination Committee (the "**Members**") shall appoint its chairman who must be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members.

3. RESPONSIBILITY

The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

4. AUTHORITY

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, at the Company's expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties.

5. DUTIES

5.1 The duties of the Nomination Committee include:

- (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, with due regard for the benefits of diversity of the Board;
- (c) to assess the independence of independent non-executive directors, in that the Nomination Committee should always have in mind the factors set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange");
- (d) 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 officer;
- (e) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
- (f) to review the Board diversity policy as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report;
- (g) to develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship, and to review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set out in the policy. The Nomination Committee should ensure that the selection process is transparent and fair, and that it considers a board range of candidates who are outside the Board's circle of contacts and in accordance with the Company's Board diversity policy;

- (h) where the Board proposes a resolution to elect an individual as an independent non-executive director at a general meeting, the Nomination Committee should review the following matters which are to be 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 believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes 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. FREQUENCY OF MEETINGS

- 6.1 The Nomination Committee shall meet at least once annually.
- 6.2 Additional meetings shall be held if circumstances require.

7. ATTENDANCE

- 7.1 As necessary or desirable, the chairman of the Nomination Committee may request that members of management be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.
- 7.2 Meetings can be held by way of telephone conference.

8. SECRETARY

The company secretary of the Company (the "Company Secretary") shall be the secretary of the Nomination Committee.

9. MINUTES

- 9.1 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.
- 9.2 The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.

10. ANNUAL GENERAL MEETING

The chairman of the Nomination Committee shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

11. GENERAL

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange and the website of the Company.

(Updated with effect from 1 January 2019)