



Dynasty Fine Wines Group Limited

Terms of reference of the Nomination Committee

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board and shall be made up of at least 3 members, the majority of whom should be independent non-executive directors of the Company;
- 1.2 Other Board members shall also have the right of attendance;
- 1.3 The terms of appointment shall be determined by the Board; and
- 1.4 The Board shall appoint the Committee Chairman who should be the Chairman of the Board or an independent non-executive director of the Company. In the absence of the Committee Chairman, the remaining members present shall elect one of their members to chair the meeting. The Chairman of the Board or an independent non-executive director of the Company shall not chair the Committee when it is dealing with the matters of his own appointment and succession to the chairmanship.

2. Secretary

- 2.1 The company secretary shall act as the secretary of the Committee, and subject to the approval of the Committee, any person nominated by the company secretary.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be 2 committee members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.



4. Frequency of Meetings

4.1 The Committee shall meet at least once a year and at such other times as the Committee Chairman shall require.

5. Notice of Meetings

5.1 Meetings of the Committee shall be convened by the Committee Chairman; and

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than 3 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, be open for inspection on reasonable notice by any director of the Company, unless a conflict of interest exists.

7. Duties

7.1 The duties of the Committee shall include the following:

7.1.1 review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually and make recommendations to the Board with regard to any proposed changes to implement the Company's corporate strategy, with due regards to the Board Diversity Policy;



- 7.1.2 be responsible for selecting and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 7.1.3 before appointment is made by the Board, evaluate the balance of skills, knowledge, independence and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
- 7.1.4 keep under review the leadership needs of the Company, both executive and non-executive in particular the chairman and the general manager, with a view to ensuring the continued ability of the Company to compete effectively in the market;
- 7.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 7.1.6 to assess the independence of independent non-executive directors;
- 7.1.7 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors; and
- 7.1.8 make available the Committee's terms of reference.

8. Reporting Responsibilities

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

9. Others

- 9.1 The Committee Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself available to respond to any shareholder questions on the Committee's activities.



10. Authority

10.1 The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties; and

10.2 The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

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If the above terms of reference or any of them are inconsistent with the Listing Rules (as amended from time to time), such term or terms of reference will cease to have effect and be replaced by the same as provided for in the Listing Rules so that the above terms of reference will be in full compliance with the Listing Rules.