



偉仕佳杰
VSTECS

VSTECS HOLDINGS LIMITED
偉仕佳杰控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 856)

Terms of Reference of the Nomination Committee

Constitution

1. The board of directors (the “Board”) resolved to establish a Committee of the Board known as the Nomination Committee.

Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board.
- 2.2 The Nomination Committee must consist of a minimum of three members, all of whom must be non-executive directors.
- 2.3 The majority of the members of the Nomination Committee must be independent non-executive directors (the “INED(s)”).
- 2.4 Current members of the Nomination Committee include:

Mr Li Jialin (Chairman)
Mr Li Wei
Mr Lam Hin Chi
Mr Wang Xiaolong

Chairman

- 3.1 The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED or the Chairman of the Board.
- 3.2 In the absence of the Chairman at any meeting of the Nomination Committee, the remaining members of the Nomination Committee present at any meeting convened in accordance with this Terms of Reference shall elect among the remaining member of the Nomination Committee to act as the Chairman of the meeting.

Secretary

- 4.1 The company secretary or in his absence, his delegate, shall be the secretary of the Nomination Committee.
- 4.2 In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as secretary.

Quorum

- 5.1 The quorum of the Nomination Committee meetings shall be any two members.
- 5.2 If only two members are present in any meeting of the Nomination Committee, at least one member must be an INED.
- 5.3 A duly convened meeting of the Nomination 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 Nomination Committee.

Attendance at meetings

- 6.1 Members of the Nomination Committee may attend Nomination Committee meetings either in person or through electronic means of communication.
- 6.2 Other Directors who are not members of the Nomination Committee and external advisers shall have the right to attend any meetings of the Nomination Committee, however they shall not be counted in the quorum.
- 6.3 The secretary of the Nomination Committee (or his/her delegate) shall attend all meetings of the Nomination Committee to take minutes.

Frequency of meetings

- 7.1 The meetings of the Nomination Committee shall be held not less than once a year.
- 7.2 A meeting of the Nomination Committee may be convened by the secretary on request of the Board or any member(s) of the Nomination Committee.

Notice and agenda of meetings

- 8.1 A meeting of the Nomination Committee shall be called by at least seven days' notice in writing and such notice of meeting may be exempted upon agreement of all the members of the Nomination Committee.
- 8.2 Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile or electronic transmission at the telephone number or facsimile number or address or email address from time to time notified to the secretary by such member of the Nomination Committee or by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 8.3 Notices of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting.

Voting

9. Questions arising at any Nomination Committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

Responsibilities, powers and discretion

The Nomination Committee shall have the following responsibilities, powers and discretion:

- 10.1 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;
- 10.2 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;
- 10.3 to assess the independence of the INEDs;
- 10.4 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; and
- 10.5 to consider other matters as delegated to the Nomination Committee by the Board.

Authority

- 11.1 The Nomination Committee is authorised to seek any information it requires from any employee of the Company or Director in order to perform its duties and to make informed decisions. The information supplied must be complete and reliable. All employees of the Company are directed to co-operate with any request made by the Nomination Committee.
- 11.2 The Company should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting responsibilities

- 12.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman or in the absence of the Chairman, a member of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.
- 12.2 The Chairman or in the absence of the Chairman, a member of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions.
- 12.3 The secretary shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Others

- 13.1 The duties and obligations of the Nomination Committee shall be in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time.
- 13.2 The power of interpretation of this Terms of Reference shall be vested in the Board.
- 13.3 The Board may amend this Terms of Reference from time to time.

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