



華富建業國際金融有限公司
QUAM PLUS INTERNATIONAL FINANCIAL LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 952)

Terms of Reference of Nomination Committee

The terms of reference of Nomination Committee of Quam Plus International Financial Limited (the “**Company**”) were established and approved by the board of directors of the Company (the “**Board**”) on 16 March 2022 in compliance with the Corporate Governance Code under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

(1) MEMBERSHIP

- 1.1 The Nomination Committee (the “**Committee**”) is appointed by the Board from amongst directors of the Company and shall compose by a majority of Independent Non-executive Directors (“**INED**”).
- 1.2 The chairman of the Committee shall be the Chairman of the Board or an INED appointed by the Board.
- 1.3 Company Secretary shall assume the role of secretary for the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

(2) MEETINGS

- 2.1 The Committee shall meet at least once each year. Additional meetings may also be held by the members of the Committee as they consider necessary.
- 2.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member shall be deemed waiver of the requisite length of notice by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.

- 2.3 The quorum for decisions of the Committee shall be any two members.
- 2.4 Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.
- 2.5 Full minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. The minutes shall record in sufficient detail the matters considered by the Committee and decisions made, including any concerns or dissenting views expressed by the members.
- 2.6 Without prejudice to the generality of the duties of the Committee set out in these terms of reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

(3) ATTENDANCE

- 3.1 The Committee may, from time to time, invite other persons such as the director or senior executives of the Company to any Committee meeting.
- 3.2 Only members are entitled to vote at the meetings.
- 3.3 The chairman of the Committee or (if absent) another member shall attend the Company's annual general meeting and be prepared to answer questions on the activities of the Committee and their responsibilities.

(4) AUTHORITY

- 4.1 The Committee is authorised by the Board to seek any information it may require from any employee, director, agent or advisor and all such persons will be directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Board to seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member. Arrangement to seek independent professional advice could be made through the Company Secretary.
- 4.3 The Committee shall be provided with sufficient resources to discharge its duties.

(5) DUTIES

The Committee shall have the following duties and responsibilities to:

- 5.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become members of the Board and select or make recommendation to the Board on the selection of individuals to be nominated as directorship;
- 5.3 assess the independence of INEDs having regard to the criteria under the Listing Rules;
- 5.4 make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors;
- 5.5 review the nomination policy and the board diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board; and
- 5.6 to consider any other matters specifically referred to the Committee by the Board from time to time

(6) ANNUAL REVIEW

The Committee shall evaluate its own performance, terms of reference and membership annually to ensure it is performing its duties effectively and shall recommend to the Board any changes it considers necessary.

(7) CONFIDENTIALITY

All members shall treat and keep all information and documents received or accessible from the Company (including, but not limited to, the reports or minutes of the Committee) in the strictest confidence and shall not directly or indirectly communicate or disclose or divulge (whether in writing or orally or in any other manner) any such information or document to any third party without prior written approval from the Board, save as disclosure is required under the laws and regulations of Hong Kong or is necessary to perform or discharge member's duties.

(8) PUBLICATION OF TERMS OF REFERENCE

The terms of reference of the Committee will be made available on request and published on the websites of HKExnews of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.quamplus.com), in order to explain its role and the authority delegated to it by the Board.