澳至尊
AUSupreme

# Ausupreme International Holdings Limited

# 澳至尊國際控股有限公司

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

(the **"Company"**)

**Stock Code: 2031**

## Nomination Committee
## Terms of Reference

Ausupreme International Holdings Limited (the "**Company**") was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 12 September 2016.

In compliance with the code of provision of the Corporate Governance Code issued by the Stock Exchange, a nomination committee (the "**Committee**") should be established with the terms of reference as set out and adopted herein.

**Constitution**

1. The Committee was established by resolutions of the board of directors of the Company (the "**Board**" and each director of the Board, a "**Director**") on 20 July 2016.

**Membership**

2. The members of the Committee shall be appointed by the Board from time to time among the Directors and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors. At least one member of the Committee should be of a different gender.

3. The chairman of the Committee shall be chaired by the chairman of the Board or an independent non-executive Director.

4. The term of office of a member of the Committee shall be determined by the Board.

**Frequency and procedure of meetings**

5. Unless otherwise stated herein, the meetings of the Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's Memorandum and Articles of Association.

6. Meetings shall be held at least once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee.

7. The secretary of the Committee shall be the company secretary of the Company or his/her appointed delegate.

8. An agenda and any accompanying Committee papers should be sent in full to all members of the Committee in a timely manner and at least three days before the proposed date of a meeting of the Committee (or other agreed period).

9. The quorum of a Committee meeting shall be any two members of the Committee, one of whom must be an independent non-executive Director.

10. The Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the senior management, the relevant Director should make additional necessary enquiries. The Board and individual Directors shall have separate and independent access to the senior management.

**Annual General Meeting**

11. The chairman of the Committee shall attend the Company's annual general meeting and be prepared to respond to any shareholder's questions on the Committee's activities.

12. If the chairman of the Committee is unable to attend an annual general meeting of the Company, he/she shall arrange for another member of the Committee, or failing this, his/her duly appointed delegate, to attend in his/her place. Such person shall be prepared to respond to any shareholder's questions on the Committee's activities.

**Authority**

13. The Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

14. The Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Committee.

**Duties**

15. The duties of the Committee shall include:

    (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;

    (c) assessing the independence of independent non-executive Directors;

    (d) making 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;

    (e) reviewing the implementation and the effectiveness of the Nomination Policy, the Board Diversity Policy and the Workforce Diversity Policy of the Company annually and make recommendations on any proposed revisions to the Board;

    (f) assessing each Director's time commitment and contribution to the Board, as well as Directors' ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on GEM of the Stock Exchange or the Main Board and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience; and

    (g) supporting the Company's regular evaluation of the board's performance.

**Reporting procedures**

16. Minutes of the Committee's meetings should be kept by the secretary of the Committee. The minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

17. Minutes of meetings of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

18. Without prejudice to the generality of the duties of the Committee set out above, 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 doing so.

**Provision of Terms**

19. The Committee should provide these Terms upon request and upload it to the Stock Exchange's website and the Company's website to explain the duties of the Committee and the authority the Board has granted to it.

**Approval of Disclosure Statements**

20. The Committee shall be responsible for approving all disclosure statements in relation to the Committee, including but not limited to relevant disclosure statements in annual reports, interim reports and information uploaded on the Stock Exchange's website and the Company's website.

**Review of Terms**

21. The Committee shall review these Terms annually, and may consider and submit to the Board any proposed changes that the Committee deems appropriate or advisable.