联想控股 LEGEND HOLDINGS
EMPOWERING COMPANIES TOWARD GREATNESS

聯想控股股份有限公司
Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE UNDER THE BOARD

1. GENERAL

1.1 In order to regulate the selection and appointment of directors, members of senior management and core management, and improve the corporate governance structure of Legend Holdings Corporation (hereinafter referred to as the "Company", together with its subsidiaries, the "Group"), the nomination committee under the Board is established and these terms of references are formulated in accordance with relevant laws and regulations of the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and the requirements of the articles of association of the Company (the "Articles of Association").

1.2 The nomination committee (the "Committee") is a specialised working body under the Board and is principally performing its monitoring function in the following areas:

- assisting the Board in formulating the procedures and criteria for electing and appointing the directors, members of senior management and core management of the Company and assessing their qualifications within its scope;
- screening and nominating candidates for directors and members of the committees under the Board (the "Committees") for consideration at the general meeting with prior approval of the Board;
- ensuring the directors and members of the Committees always maintain sufficient skills, experience and knowledge to perform their duties; and
- ensuring the continuous and effective performance of the Board on its corporate governance duties.

2. COMPOSITION

2.1 The Committee shall consist of three (or more) directors who shall be directly appointed by the Board and the majority of whom shall be independent non-executive directors. The Committee shall be chaired by an independent non-executive director/the chairman of the Board.

2.2 Members of the Committee shall attend regular meetings of the Committee, and shall actively express their opinions on matters proposed at the meetings and have a thorough understanding of the roles and responsibilities of the Committee and themselves as a member of the Committee.

2.3 At the request of the Committee, other members of senior management and representatives of external consultants of the Company shall also be in attendance at some or all meetings of the Committee or participate in the discussion of certain matters proposed at the meetings.

2.4 The secretary of the Board or the joint company secretaries of the Company or their proxy shall be the secretary of the Committee.

3. DUTIES AND RESPONSIBILITIES

3.1 The principal duties and responsibilities of the Committee shall include:

3.1.1 in light of the operating activities, assets size and shareholding structure of the Company, reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, expertise, skills, knowledge and length of services) 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;

3.1.2 making recommendations to the Board on the appointment or re-appointment and succession plan of the directors, especially the chairman of the Board and the Chief Executive Officer, as well as the appointment of members of senior management and core management including duly considering a combination of factors such as the Company's corporate strategy and personnel skills, knowledge, experience and need of personal diversification required in the future;

3.1.3 identifying and nominating qualified individuals for appointment as additional directors or to fill Board vacancies as and when it arise, and making recommendations to the Board on the selection and nomination of such persons; in identifying suitable candidates, the Committee shall take into consideration in the complementarity of the knowledge structure and experience of the Board members and the balance and independence of composition of the Board, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the Board members and in light of the Group's business needs, so that members of the Board possess proper ability, experience and diversified perspectives to support the Company in realising strategic objectives, maintaining competitive strengths and pursuing sustainable development;

3.1.4 assisting the Board in assessing and reviewing the independence of the independent non-executive directors;

3.1.5 keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continuous and effective competitiveness of the Company in the marketplace;

3.1.6 Supporting the Company's regular evaluation of the Board's performance;

3.1.7 performing annual review on the contributions made by the directors and the sufficiency of time devoted to perform their duties, and assessing whether the directors have devoted sufficient time and efforts by way of performance appraisal;

3.1.8 The Committee shall make recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and make recommendations to the Board on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the Board decides to propose a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the reasons of the Board's belief on the election and independence of such individual;

3.1.9 ensuring a formal letter of appointment be delivered to a director upon his/her appointment to the Board, which clearly sets out the principal terms and conditions of the appointment;

3.1.10 As the Board shall direct:

(i) studying the criteria for and the process of selection of members of senior management and core management and making recommendations to the Board; and

(ii) selecting qualified candidates for members of senior management and core management, reviewing their nominations and making recommendations to the Board;

3.1.11 reviewing at its discretion the diversity policy of the Board, and making relevant disclosures on an annual basis in the Corporate Governance Report in the annual reports of the Company; and

3.1.12 implementing other matters authorised by the Board or set out in the Articles of Association or regulated by laws from time to time.

3.2 The Nomination Committee shall perform the following functions:

3.2.1 formulating the Company's corporate governance policies and practices, monitoring its implementation and making recommendations to the Board;

3.2.2 reviewing and monitoring the training and continuous professional development plans of the directors and senior management;

3.2.3 reviewing and monitoring the Company's policies and practices regarding compliance with laws and regulatory rules as well as their implementation;

3.2.4 formulating, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the employees and directors;

3.2.5 reviewing the Company's compliance with the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules, together with the information disclosure in the Corporate Governance Report; and

3.2.6 The Committee shall upload these terms of reference to the website of The Stock Exchange of Hong Kong Limited and the Company to explain its power delegated by the Board.

4. POWER

4.1 The Committee has the right to seek adequate administrative support from the senior management of the Group and has separate and independent access to the senior management of the Group.

4.2 The senior management shall provide the Committee with all the information necessary and appropriate for the Committee to discharge its responsibilities on a fair and timely basis. The Committee has the right to request any member of the senior management of the Group to promptly respond to the queries raised by any member of the Committee as comprehensive as possible. Information provided to the Committee shall be accurate and complete and be in such form and of such quality as will enable the Committee to make an informed decision.

4.3 Members of the Committee can, upon reasonable request, seek independent professional advice in their decision-making in appropriate circumstances, at the Group's expense. In the event of seeking professional advice from an external consultant, such consultant shall be directly appointed by the chairman of the Committee and its opinions shall be directly submitted to the chairman of the Committee (independent of the senior management).

5. RULES OF PROCEDURES

5.1 The Committee shall convene periodic meetings at least once a year before the periodical meetings of the Board be convened. Notices shall be given to all members not less than 3 business days prior to the meeting, and if otherwise, written consent shall be obtained from over half of the members.

5.2 Extraordinary meetings may be convened upon proposal by the chairman or more than half of all members of the Committee. Notices of extraordinary meetings shall be given to all members not less than 3 business days prior to the meeting, and if otherwise, written consent shall be obtained from over half of the members.

5.3 Materials and notice of the meetings of the Committee shall be issued simultaneously. All members shall fully read meeting materials prior to the meeting.

5.4 In principle, the meetings of the Committee shall be convened in an onsite way and shall not be convened unless more than half of all members are present. The meetings may also be convened by telecommunication means or written resolutions by circulation provided that voices of all members are heard thoroughly. Telecommunication means refer to the use of telephone, videos and other means to participate in the meeting; written resolutions by circulation refers to the decisions made in the way of separate delivery or by circulation of the proposals. The quorum of the meetings of the Committee shall be two in which one of whom must be an independent non-executive director.

5.5 The chairman of the Committee shall preside over the meetings. In the event that the chairman of the Committee is unable to attend, another member (independent non-executive director) designated by him/her shall exercise the functions and powers on his/her behalf. If such delegation was not made, more than half of the members being present shall select a member (independent non-executive director) to preside.

5.6 Members of the Committee shall attend the meetings in person. In the event that a member is unable to attend, he/she may authorise another member to attend on his/her behalf in writing. The proxy who wishes to attend and vote at the meeting shall submit the power of attorney to the chairman of the meeting before it begins. The power of attorney shall set out the name of the principal, name of the proxy, scope of authorisation, voting instructions on resolutions to be proposed at the meeting (for or against), term and validity period of authorisation and the same shall be signed or sealed by the principal. The proxy shall exercise the right within the scope of authorisation. Members who authorise other members to attend the meeting shall be solely liable to any decisions made by the proxy within his/her scope of authorisation.

5.7 Votes at the meetings of the Committee shall be conducted by a show of hands, by voice or by poll, and every member shall have one vote. Resolutions made at the meetings shall not take effect unless they are passed by more than half of all members (including members unable to be present). Members of the Committee shall give express votes, either for or against, but may not abstain from voting.

5.8 At the request of the Committee, it may invite non-members of the Committee such as directors, supervisors, relevant members of senior management and head of relevant departments to be in attendance at some or all of the meetings of the Committee. A prior approval from the chairman of the Committee shall be obtained for the list of such persons in attendance at the meeting.

5.9 Any member who is involved in any resolution considered at the meetings of the Committee and his/her associates shall abstain from attending the meetings.

5.10 Full records of the meeting of the Committee shall be kept. Minutes of the meetings of the Committee shall sufficiently record the matters considered and decisions reached by the Committee in detail, including any concerns raised by the members or dissenting views expressed. Members attending the meetings shall sign on the final version of the minutes of the meetings of the Committee.

5.11 Members of the Committee and persons in attendance at the meetings are liable to keep all considered matters confidential and shall not disclose such relevant information without approval.

6. REPORTING PROCEDURES

6.1 The proposals of the Committee shall be considered and approved by the Board. The nomination of directors can only be implemented with the approval obtained at the general meetings after the same be proposed by the Board.

6.2 All minutes of the meetings prepared by the Committee in accordance with the Article 5.10 above regarding the rules of procedures shall be kept by the secretary of the Committee and be available for inspection at any reasonable time on reasonable notice by any Director.

6.3 The Committee shall regularly report to the Board on matters set out in these terms of reference, including the work of the Committee and its decisions or recommendations, unless it is prohibited by laws and regulatory rules (such as when the disclosure is restricted in accordance with the regulatory rules).

7. ANNUAL GENERAL MEETING

7.1 The chairman of the Committee shall attend annual general meetings of the Company and be prepared to answer any shareholder's questions in relation to the duties of the Committee.

7.2 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 to attend in his/her place. Such member shall be prepared to answer any shareholder's questions in relation to the duties of the Committee.

8. EFFECTIVE DATE AND AMENDMENTS

8.1 These terms of reference shall take effect from the date of the listing of the Company subject to consideration and approval by the Board. Where it is necessary to amend these terms of reference in light of changes in situation, the amendments shall be proposed by the Committee and submitted to the Board for consideration and approval.

8.2 Matters not covered by these terms of reference shall be handled in accordance with the requirements of the relevant laws and regulations of the People's Republic of China ("PRC"), the Hong Kong Listing Rules and the Articles of Association; in case there is any inconsistency between these terms of reference and any future relevant PRC laws and regulations, the Hong Kong Listing Rules and the Articles of Association, the relevant PRC laws and regulations, the Hong Kong Listing Rules and the Articles of Association shall prevail and these terms of reference shall be amended accordingly subject to the approval of the Board.

8.3 These terms of reference shall be interpreted by the Board.

Note: In case of any discrepancies between the English version and the Chinese version, the Chinese version shall prevail.