



**PC PARTNER GROUP LIMITED**

**栢能集團有限公司\***

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

(Stock Code: 1263)

**TERMS OF REFERENCE  
OF  
THE NOMINATION COMMITTEE  
(the "Committee")**

**Membership**

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the "Board"), with the majority of the members being the independent non-executive directors of the Company.
2. The chairman of the Committee shall be nominated by the Board and shall be an independent non-executive director of the Company.
3. The term of membership shall be governed by the provisions of the articles of association of the Company (as amended from time to time).
4. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board and by the Committee respectively.
5. No alternate member of any member of the Committee can be appointed.
6. The company secretary of the Company shall be the secretary of the Committee.

**Frequency and proceedings of meetings**

7. The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
8. The Chairman of the Committee may convene additional meetings at his discretion.
9. The quorum of a meeting shall be two members of the Committee of whom at least one is an independent non-executive Director.
10. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time).

*\*for identification purpose only*

### **Duties, powers and functions**

11. The Committee shall:–

- (a) formulate formal, considered and transparent nomination policy in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“the Stock Exchange”) (the “Listing Rules”) including but not limited to the following:
  - (i) all Directors shall be subject to re-election at regular intervals as required under the articles of association of the Company (as amended from time to time);
  - (ii) the Company must comply with the disclosure requirements in relation to the appointment, resignation or removal of directors under the Listing Rules;
  - (iii) non-executive Directors should be appointed for a specific term, subject to re-election;
  - (iv) all Directors appointed to fill a casual vacancy should be subject to election by shareholders of the Company at the first general meeting after appointment. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years; and
- (b) without prejudice to the generality of the foregoing:
  - (i) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;
  - (ii) 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;
  - (iii) assess the independence of independent non-executive Directors and explain why it considers a individual proposes to be appointed as an independent non-executive Director to be independent and such individual should be appointed;
  - (iv) make recommendations to the Board on the appointment, reappointment or succession planning for Directors, in particular the chairman and the chief executive;
  - (v) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
  - (vi) make available these terms of reference explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange’s website and the Company’s website; and
  - (vii) conform to any requirement, direction and regulation that may from time to

time be prescribed by the Board or contained in the articles of association of the Company (as amended from time to time) or imposed by law or in accordance with the Listing Rules.

12. The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Reporting Procedures**

13. The Committee should report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference.
14. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.
15. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

*Note: If there is any inconsistency between the English and the Chinese versions of this Terms of Reference, the English version shall prevail.*