



## **SIS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 529)

(the “Company”)

### **Terms of reference of the Nomination Committee**

#### ***Membership***

1. The Committee shall be appointed by the Board and shall comprise not less than three members, the majority of whom will be independent non-executive directors. The members of the Committee shall be named in both Exchange’s website and the Company’s website.
2. The Board shall appoint the Committee chairman who should be Chairman of the Board or an independent non-executive director. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
3. The company secretary shall act as the secretary of the Committee.

#### ***Quorum***

4. The quorum necessary for the transaction of business shall be 3 and majority of whom will be independent non-executive directors. A duly convened meeting of the 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 committee.

*\* For identification purposes only*

### ***Frequency of Meetings***

5. The Committee shall meet at least annually and at such other times as the chairman of the Committee shall require.

### ***Authority***

6. The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.
7. The committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

### ***Duties***

8. The duties of the Nomination Committee shall be:-
  - (a) 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;
  - (b) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
  - (c) assess the independence of independent non-executive directors; and
  - (d) 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.

*The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*