



ANALOGUE HOLDINGS LIMITED
安樂工程集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1977)

Nomination Committee
Terms of Reference

Constitution

1. A nomination committee (the “**Nomination Committee**”) was established pursuant to the resolutions passed by the board of directors (the “**Board**”, and each director, a “**Director**”) of the Analogue Holdings Limited (“**Company**”) on 14 September 2018.

Membership

2. The members of the Nomination Committee shall be appointed by the Board from time to time from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors.
3. The Nomination Committee shall be chaired by the Chairman of the Board or an independent non-executive Director appointed by the Board.
4. The term of office of a member of the Nomination Committee shall be determined by the Board.
5. Each member of the Nomination Committee shall disclose to the Nomination Committee any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Nomination Committee.
6. A member of the Nomination Committee must abstain from voting on any resolution of the Nomination Committee in which he/she or any of his/her close associates (as defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Nomination Committee, subject to the exceptions set out in the bye-laws of the Company. Where a member shall abstain from voting on resolutions of the Nomination Committee, he/she shall also refrain from participating in the discussions concerning such resolutions.

Frequency and proceedings of meetings

7. Unless otherwise stated herein, the meetings of the Nomination Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company’s bye-laws.
8. Meetings shall be held not less than once a year. Meetings may be convened by any member of the Nomination Committee or by the secretary of the Nomination Committee at the request of a member of the Nomination Committee.
9. Unless otherwise agreed by all members of the Nomination Committee (either orally or in writing), regular meetings of the Nomination Committee shall be called by, so far as practicable, at least 14 days’ notice, and any other meetings of the Nomination Committee shall be called by at least 3 days’ notice. Irrespective of the length of notice being given, attendance of a member of the Nomination Committee at a meeting constitutes a waiver of such notice unless such member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
10. Notice may be given orally or in writing or by telephone or by email or by facsimile or electronic transmission or other similar means or in such other manner as the Nomination Committee may from time to time determine.
11. The quorum of a Nomination Committee meeting shall be any two members of the Nomination Committee.

12. Meeting can be held in person, by telephone, by video conference or by other communication facilities, which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Resolutions of the Nomination Committee at any meetings shall be passed by a simple majority of votes of the members of the Nomination Committee present. Where the number of votes for and against a resolution is the same, the chairman of the Nomination Committee shall be entitled to cast an extra vote.
13. A resolution in writing signed by all members of the Nomination Committee shall be as valid and effective as if it had been passed at a meeting of the Nomination Committee duly convened and held.
14. At the invitation of the Nomination Committee, other members of the Board and any other person(s) may be invited to attend all or part of any meeting.
15. Only members of Nomination Committee are entitled to vote at the meetings.
16. An agenda and any accompanying Committee papers should be sent in full to all members of the Nomination Committee in a timely manner and at least three days before the proposed date of a meeting of the Nomination Committee (or other agreed period).
17. The Company is obliged to supply the Nomination 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 member of the Nomination Committee requires more information than information provided voluntarily by the senior management, the member of the Nomination Committee should make additional necessary enquiries. The member of the Nomination Committee shall have separate and independent access to the senior management.
18. The secretary of the Nomination Committee shall be a manager from the Human Resources Department nominated by the Chief Human Resources Officer.

Annual General Meeting

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

Authority

21. The Nomination Committee is authorised by the Board to discharge its duties within these terms of reference. It is authorised to seek any information from senior management of the Company in order to perform its duties.
22. The Nomination Committee shall be provided with sufficient resources to perform its duties. The Nomination Committee is authorised by the Board to obtain independent professional advice, where necessary, to perform its responsibilities, at the Company's expense. The Nomination Committee shall be responsible for establishing the selection criteria for selecting external consultants to advise the Nomination Committee in relation to the discharge of its duties, and for selecting, appointing and approving the terms of engagement of such external consultants.

Duties

23. The duties of the Nomination Committee shall include:
 - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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;
 - (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
 - (d) assessing the independence of independent non-executive Directors; and
 - (e) reviewing the board diversity policy, as appropriate, and reviewing the measurable objectives, if any, that the Board has set for implementing such policy and the progress on achieving the objectives; and making recommendations to the Board on any proposed changes to such policy.
24. The Nomination Committee shall also make recommendations to the Board concerning:
 - (a) formulating plans for succession for both executive and non-executive Directors;
 - (b) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees; and
 - (c) the re-appointment of any non-executive Director at the conclusion of his/her specified term of office having given due regard to his/her performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.

Reporting procedures

25. Full minutes of the Nomination Committee's meetings should be kept by the secretary of the Nomination Committee and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
26. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after such meetings.
27. Without prejudice to the generality of the duties of the Nomination Committee set out in these terms of reference, the Nomination Committee shall report to the Board on its decisions and recommendations, unless there are legal or regulatory restrictions on doing so.

Provision of Terms of Reference

28. The Nomination Committee shall 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.

Approval of Disclosure Statements

29. The Nomination Committee shall be responsible for approving all disclosure statements in relation to the Nomination 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 of Reference

30. The Nomination Committee shall review these terms of reference as it sees fit, and may consider and submit to the Board any proposed changes that the Nomination Committee deems appropriate or advisable.

Note: if there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

July 2019