



Unity Investments Holdings Limited

合一投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 913)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Purpose

The nomination committee (the “**Nomination Committee**”) was established with an objective to review the structure, size and composition of the board of directors (the “**Board**”) and to recommend on matters in relation to appointments or re-appointments of directors (“**Directors**”) of Unity Investments Holdings Limited (the “**Company**”), so as to ensure that all nominations are fair and transparent.

2. Membership

2.1 The Nomination Committee shall consist of not less than three (3) members (the “**Member(s)**”) appointed by the Board from time to time.

2.2 A majority of the Members shall be independent non-executive Directors.

2.3 The Board shall appoint the chairman of the Nomination Committee (the “**Chairman**”) who must be the chairman of the Board or an independent non-executive Director.

3. Secretary

The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

4. Meetings and Quorum

4.1 The Nomination Committee shall meet at least once a year.

4.2 The Chairman may convene additional meetings as and when the work of the Nomination Committee demands.

4.3 A quorum of the Nomination Committee shall be two (2) Members.

4.4 The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. In the absence of the Chairman or a Member designated by the Chairman, the remaining Members present shall elect one of their Members (who shall be the chairman of the Board or an independent non-executive Director) to chair the meeting.

4.5 Only Members are entitled to vote at the meeting of the Nomination Committee.

4.6 As necessary or desirable, the Chairman may invite members of management or others to attend the meetings of the Nomination Committee. Other Directors shall also have the right of attendance.

5. Annual General Meeting

The Chairman (or in his or her absence, a Member designated by the Chairman) shall endeavor to attend the annual general meeting of the Company and be prepared to respond to questions from shareholders of the Company on the Nomination Committee's activities and its responsibilities.

6. Role and Authority

The Nomination Committee is authorised by the Board to determine the procedure, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship and shall be provided with sufficient resources to discharge its duties, including but not limited to obtain professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

7. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee include the following:

7.1 to 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;

7.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;

7.3 to assess the independence of independent non-executive Directors;

7.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particulars, the chairman, chief executive as well as senior management; and

7.5 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or imposed by legislation.

8. Reporting Procedures

- 8.1 The Nomination Committee shall report to the Board on a regular basis. The Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the secretary of the Nomination Committee which shall be sent to all Members and members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.
- 8.3 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary.

9. Amendments

The Board may from time to time amend, repeal and/or re-enact all and any part of this terms of reference.

10. General

This terms of reference will be posted on both the websites of The Stock Exchange of Hong Kong Limited and the Company.