



林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)
(Stock Code: 1041)

NOMINATION COMMITTEE — TERMS OF REFERENCE
(Amended and Re-adopted by the Board with effect from 1 January 2019)

The nomination committee (the “**Nomination Committee**”) is established by the board of directors (the “**Board**”) of Lamtex Holdings Group Limited (the “**Company**”). The constitution of the Nomination Committee shall comply with the requirements of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from time to time.

A. MEMBERSHIP

1. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors.
2. The chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director appointed by the Board.

B. SECRETARY

The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

C. MEETINGS

1. Meetings shall be held at least once a year.
2. Unless otherwise agreed by all the members of the Nomination Committee, a meeting (the “**Meeting**”) of the Nomination Committee shall be called by at least fourteen (14) days’ notice. A member may and, on the request of a member, the secretary shall, at any time summon a Meeting. Notice shall be given to each member, at least fourteen (14) days before the date of the Meeting orally in person or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member or in such other means as the members may from

time to time determine. Any notice given orally shall be confirmed in writing. Notice of Meeting shall state the time and place of the Meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members for the purposes of the Meeting.

3. The quorum of the Nomination Committee shall be any two members, one of whom shall be an independent non-executive director.
4. Members of the Nomination Committee may attend Meetings either in person or through other electronic means of communication.
5. Resolutions of the Nomination Committee at any Meeting shall be passed by a majority of votes of members if more than two members are present and by a unanimous vote if only two members are present.
6. Draft and final versions of the minutes of the Meetings shall be sent to all Nomination Committee members for their comments and records respectively. The secretary or his representative shall circulate the minutes of Meetings and reports of the Nomination Committee to all members of the Board.

D. ANNUAL GENERAL MEETING

The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

E. DUTIES

The duties of the Nomination Committee shall be:

- (a) to ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
- (b) to assist the Board in succession planning for the Board and senior management;
- (c) 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;
- (d) to draw up, review and update, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the Listing Rules, review and update the objectives that the Board has set for implementing such policy;

- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria include but are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (g) to assess the independence of independent non-executive directors;
- (h) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Nomination Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) to keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (j) to evaluate the needs for, and monitor the training and development of, directors;
- (k) to develop the procedures for the performance evaluation of the Board committees:
 - (i) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - (ii) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
 - (iii) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes;
- (l) to do any such things to enable the Nomination Committee to perform its powers and functions conferred on it by the Board;
- (m) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and

- (n) Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

F. AUTHORITY

The Nomination Committee is authorised by the Board to seek such further information from the management of the Company as it may require in order:

1. to enable it to perform its duties.
2. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice, at the Company's expenses, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Note: Arrangement to seek independent professional advice could be made through Company Secretary.

3. The Company should provide the Nomination Committee sufficient resources to perform its duties.

G. PUBLICATION OF THE TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The terms of reference of the Nomination Committee will be posted on the websites of the Company and the Stock Exchange, and will be made available upon request.