



(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**

*(Revised and approved by the Board on 26 March 2019)*

**Constitution**

1. The nomination committee (the “Nomination Committee”) of Mason Group Holdings Limited (the “Company”) was formed pursuant to a resolution of the board of directors (the “Board”) of the Company passed on 29 March 2012.
2. The terms of reference of the Nomination Committee was revised and approved by the Board on 26 March 2019.

**Membership**

3. The Nomination Committee members shall be appointed by the Board. A majority of the Nomination Committee members should be independent non-executive directors of the Company.
4. The Nomination Committee shall consist of not less than 3 members.
5. The chairman of the Nomination Committee shall be appointed by the Board.

**Attendance at meetings**

6. The company secretary shall be the secretary of the Nomination Committee. In the absence of the secretary of the Nomination Committee, his representative or any one attending member, shall be the secretary of the meeting of the Nomination Committee.

**Frequency and proceedings of meetings**

7. Meetings shall be held not less than once a year. Additional meetings shall be held as the work of the Nomination Committee demands. In addition, the chairman of the Nomination Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be 2 committee members.
9. The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the articles of association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time..

## **Duties, powers and functions**

10. The duties of the Nomination Committee shall be:
  - (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - (b) 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;
  - (c) to assess the independence of independent non-executive directors;
  - (d) to review the board diversity policy of the Company (the "Board Diversity Policy") periodically, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
  - (e) to 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;
  - (f) where the Nomination Committee proposes a resolution to elect an individual as an independent non-executive director at the general meeting, to advise the Board setting out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
    - I. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
    - II. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
    - III. the perspectives, skills and experience that the individual can bring to the Board; and
    - IV. how the individual contributes to diversity of the Board; and
  - (g) to consider other topics as defined by the Board.
11. The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

## **Reporting Procedure**

12. The Nomination Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually.