



GTI HOLDINGS LIMITED

共享集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 3344)

NOMINATION COMMITTEE

TERMS OF REFERENCE

(Amended and Re-adopted by the Board with effect from 1 January 2019)

A. Constitution

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of GTI Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) at a meeting held on 29 August 2005.

B. Nomination Committee

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the non-executive directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.
- 1.3 The company secretary of the Company or his/her delegate shall be the secretary of the Nomination Committee.

2. Attendance at meetings

- 2.1 A quorum shall be 2 members. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

3. Frequency of meetings

3.1 The Nomination Committee members may call any meetings at anytime when necessary or desirable

4. Authority

4.1 The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees of the Group.

4.2 The Nomination Committee is authorized by the Board, at the Company's expense, to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

5. Duties

5.1 The duties of the Nomination Committee shall include, but not be limited to the following:

- (a) to review the performance of the Board and 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) on the Board at least annually and to 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 to 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 of the Company;

- (h) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors and senior management, in particular the chairman and the chief executive of the Company, taking into account all factors which the 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.

5.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee 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.