



(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

NOMINATION COMMITTEE

TERMS OF REFERENCE

(Revised by the Board on 18 December 2015)

Constitution

1. The Nomination Committee was formed pursuant to a resolution of the board of directors (“the Board”) of Mason Group Holdings Limited (“the Company”) passed on 29 March 2012.

Membership

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

Attendance at meetings

5. 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.

Frequency and proceedings of meetings

6. 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.
7. The quorum of a meeting shall be 2 committee members.
8. The meetings and proceedings of the Nomination Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

Duties, powers and functions

9. 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, 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; and make disclosure of its review results in the Corporate Governance Report annually from year 2013 onwards;
 - (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; and
 - (f) to consider other topics as defined by the Board.
10. 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

11. 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.