

TONG KEE (HOLDING) LIMITED
棠記（控股）有限公司
(the “**Company**”)
(Incorporated in the Cayman Islands with limited liability)
(**Stock Code: 8305**)

Terms of Reference
of the Nomination Committee of the Company (the “Committee”)

(As adopted by the Board on 4 June 2018, amended with effect from 1 January 2019)

1. Constitution

The Committee is established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 4 June 2018.

The terms of reference of the Committee may be amended from time to time by the Board pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

2. Membership

- 2.1** Members of the Committee (the “**Members**”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. No Member may appoint any alternate.
- 2.2** The Chairman of the Committee shall be appointed by the Board and shall be the Chairman of the Board or an independent non-executive director.
- 2.3** When any person ceases to be a director of the Company, his/her appointment as a Member will be automatically terminated on the same date.

3. Secretary

The Company Secretary shall be the Secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary of the Committee.

4. Authority of the Committee

- 4.1** The Committee is authorized to seek independent professional advice at the expense of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary. Such arrangement should be made through the Company Secretary.
- 4.2** The Committee should be provided with sufficient resources to discharge its duties.

5. **Duties**

The duties of the Committee shall be:

- (a) 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) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships based on merit against objective criteria and with due regard for the benefits of diversity on the Board;
- (c) assess the independence of independent non-executive Directors;
- (d) review the policy for the diversity of the Board ("**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;
- (e) to ensure 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 the Company's 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;
- (f) 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(s) of the Company, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
- (g) make relevant disclosures in the corporate governance report in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

6. **Committee Meeting**

6.1 Notice

- (a) Unless otherwise agreed or waived by all the Members, a meeting shall be called by at least seven days' notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than fourteen days.

- (b) Notice of meeting shall state the purpose, time and place of the meeting. In respect of regular meetings of the Committee to be held as mentioned in clause 6.3 below, and so far as practicable in all other meetings of the Committee, the agenda and accompanying papers shall be sent in full to all the Members in a timely manner and at least three days before the intended date of the meeting of the Committee (or such other period as all the Members may agree).

6.2 Quorum

The quorum of the Committee meeting shall be two Members.

6.3 Frequency

- (a) The Committee shall meet as and when necessary and at least once a year. A Member may at any time and, on the request of a Member, the Secretary of the Committee shall, summon a Committee meeting.

6.4 Meetings

- (a) Meetings may be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- (b) At the invitation of the Committee, the Chairman of the Board and/or Managing Director, external advisors and other persons may attend all or part of any meetings.(c) Only Members are entitled to vote at the meetings.
- (d) Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- (e) A resolution in writing signed by all Members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.
- (f) Full minutes of the meetings of the Committee and all written resolutions of the Committee shall be kept by the Secretary of the Committee.
- (g) The Secretary of the Committee shall circulate the draft and final versions of minutes of each meeting of the Committee to all Members for their comments and records respectively within a reasonable time after the meeting.
- (h) If the Company Secretary may not participate in the meeting, the Company Secretary may appoint his/her representative or the Committee may appoint any other person with appropriate professional qualification and experience as the secretary of the Committee.

7. Reporting

The Committee shall report to the Board after each meeting.

8. Annual General Meeting

The Chairman of the Nomination Committee or in his/her absence, another Member, shall attend the Annual General Meeting of the Company and be prepared to respond to shareholders' questions on the Committee's activities and responsibilities.

(if there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.)