

# **LONG WELL INTERNATIONAL HOLDINGS LIMITED**

## **久康國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**("the Company")**

**(Stock code: 850)**

## **TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

**(adopted on 26th November 2011 and amended with effect from 1st January 2019)**

### **Formation**

The Committee was formed pursuant to the board resolution of the Company passed on 26th November 2011.

### **Composition and Quorum**

The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

### **Authority**

1. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

2. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Duties**

The duties of the Committee shall be: -

1. 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.
2. To assist the board in succession planning for the board and senior management.
3. 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. When reviewing the structure, size and composition of the board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve Board diversity.
4. To draw up, review and update, as appropriate, the diversity policy for the board's approval having due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, review and update the objectives that the board has set for implementing such policy.
5. 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.
6. 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.

7. To assess the suitability of independent non-executive directors, including but not limited to the individual's independence, whether the individual would be able to devote sufficient time to the board having considered whether he/she is holding his/her seventh (or more) listed company directorship, the perspectives, skills and experience that the individual can bring to the board, and how the individual contribute to the diversity of the board.
8. 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 Committee considers appropriate including the challenges and opportunities facing the Company and skills and expertise required in the future and ensure that senior management succession planning is discussed at the board at least once annually.
9. To keep under review the leadership needs and leadership training and development programmes of the Company, with a view to ensuring the continued ability of the Company to function effectively and compete in the market;
10. To evaluate the needs for, and monitor the training and development of, directors.
11. 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.
12. To consider other topics as defined by the board.