

**SUPER STRONG HOLDINGS LIMITED**  
**(the “Company”)**

**TERMS OF REFERENCE AND MODUS OPERANDI OF THE**  
**NOMINATION COMMITTEE**  
**(the “Committee”)**

**Organization**

1. The board of the directors (the “**Directors**”) of the Company (the “**Board**”) has resolved to set up a nomination committee (the “**Committee**”).

**Objective**

2. The main objectives of the Committee are to regularly review the structure of the Board, and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

**Membership**

3. The Committee shall consist of at least three members (the “**Members**”) appointed by the Board from time to time. A majority of the Members of the Committee shall be independent non-executive Directors.
4. 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.
5. If any Member ceases to be a Director, he shall cease to be a Member automatically. The vacancy shall, thereafter, be filled by the appointment of a new Member by the Board.

**Secretary**

6. The secretary of the Committee shall be appointed by the Board. Save as otherwise appointed, the secretary of the Company shall be the secretary of the Committee.

**Duties, powers and functions**

7. The Committee shall:-
  - a. formulate nomination policies for the Board’s consideration, and implement the Board’s approved nomination policies; and
  - b. without prejudice to the generality of the foregoing:-
    - i. review the structure, size, composition and diversity (including, without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the members of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategies;

- ii. identify individuals suitably qualified to become members of the Board, and select or make recommendations to the Board on the selection of individuals nominated for directorship. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
  - iii. review, together with the Board, as appropriate, succession planning for the chairman, chief executive, as well as members of the senior management, taking into account the Company's corporate strategies and the mix of skills, knowledge, experience and diversity required in the future;
  - iv. 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;
  - v. identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
  - vi. assess the independence of independent non-executive Directors, review the independent non-executive Directors' annual confirmations on their independence, and make disclosure of its review results in the Corporate Governance Report;
  - vii. regularly review the time required for a Director to perform his responsibilities;
  - viii. do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - ix. conform to any requirement, direction, and regulation that may, from time to time, be prescribed by the Board, or contained in the Company's constitution, or imposed by legislation.
8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice, at the Company's expense.

### **Meetings of the Committee**

#### *Number of meetings*

9. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands. The chairman of the Committee shall be entitled to convene additional meetings at his discretion.

#### *Quorum*

10. The quorum of a meeting shall be more than one-half of the Members, and, in any event, not less than two Members.

### *Conduct of the meetings*

11. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.

### *Invitations*

12. The Committee shall be entitled to invite any executive Directors, external advisers or other individuals to attend the meetings, but such individuals are not entitled to vote at the meetings.

### *Minutes of the meetings*

13. Minutes of the Committee meetings shall be kept by the secretary to the Committee, and shall be open for inspection at any reasonable time on reasonable notice by any Director. The minutes shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of the minutes of the meetings shall be sent to all Members for their comment and records within a reasonable time after the meetings.

### **Reporting Procedures**

14. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

### **Interpretation**

15. Interpretation of these terms of reference shall belong to the Board.

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