

# **Jia Group Holdings Limited**

## **佳民集團有限公司**

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

**(Stock Code: 8519)**

**(the “Company”)**

### **Nomination Committee**

#### **Terms of Reference**

#### **1. Terms of Reference**

1.1 These terms of reference of the nomination committee (the “**Nomination Committee**”) was first adopted on 7 February 2018 and amended on 9 January 2019 and 9 August 2022.

#### **2. Membership**

2.1 Members of the Nomination Committee (“**Members**”) shall be appointed by the board of directors (the “**Board**”) of the Company from amongst the directors of the Company and shall consist of not less than three members and a majority of whom shall be independent non-executive directors (“**INEDs**”).

2.2 The chairman of the Nomination Committee (the “**Chairman**”) shall be the chairman of the Board or an INED.

2.3 The secretary of the Nomination Committee shall be appointed by the Board.

2.4 The appointment of the Members may be revoked, or additional Members may be appointed to the Nomination Committee by resolutions passed by the Board.

#### **3. Frequency and Proceedings of Meetings**

3.1 Unless otherwise agreed by all the Members, a meeting shall be called by at least seven days’ notice.

3.2 A Member may and, on the request of a Member, the secretary to the Nomination Committee shall, at any time summon a meeting. Notice shall be given to each Member in person orally or in writing or by telephone or by email or by facsimile transmission at the telephone or facsimile or address or email address from time to time notified to the secretary by such Member or in such other manner as Members may from time to time determine.

3.3 Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting. Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the meeting.

3.4 The quorum of the meeting shall be two Members and a majority of which shall be INEDs.

3.5 Meetings shall be held at least once a year to review, formulate and consider the procedures as regards the appointment, reappointment and removal of directors of the Company, their implementation during the year and to make recommendations to the Board on candidates for appointment as directors.

#### **4. Written Resolutions**

4.1 Written resolutions may be passed by all Members in writing.

#### **5. Devotion of Nomination Committee Members**

5.1 The Chairman and the Members should ensure that they devote sufficient time and make contributions to the Company that are commensurate with their role and responsibilities. He/she shall give the Company on which he/she serves the benefit of his/her skills, expertise and varied backgrounds and qualifications through regular attendance and active participation.

#### **6. Authority**

6.1 The Nomination Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (together, the “**Group**”) and any professional advisers in order to perform its duties, to require any of them to prepare and submit reports and to attend Nomination Committee meetings and to supply information and address the questions raised by the Nomination Committee;
- (b) to review the performance of the directors and the independence of INEDs in relation to their appointment or reappointment as directors as well as the performance of the Board (including benchmarking how the Board measures up against other peer company’s boards in Hong Kong);
- (c) to obtain, at the Company’s expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings if it considers this necessary. The Nomination Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;
- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 7 below can be properly discharged.

6.2 The Company should provide the Nomination Committee sufficient resources to perform its duties. When necessary, the Nomination Committee should seek independent professional advice, at the Company's expenses, to perform its responsibilities.

## 7. Duties

7.1 The duties of the Nomination Committee shall be:

- (a) 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;
- (b) to identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship;
- (c) to assess the independence of the independent non-executive directors;
- (d) to make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive of the Company;
- (e) to assist the achievement of gender diversity at the Board level and review the implementation and effectiveness of the Company's policy on Board diversity on an annual basis;
- (f) to provide to the Board all the information necessary to enable the Company to prepare the corporate governance report to be included in its annual report;
- (g) to make recommendations to the Board on:
  - (i) the role, responsibilities, capabilities, skills, knowledge and experience required from members of the Board;
  - (ii) the policy on the terms of employment of non-executive directors;
  - (iii) the composition of the audit committee, remuneration committee and other board committees of the Company;
  - (iv) proposed changes to the structure (including diversity), size and composition of the Board to complement the Company's corporate strategy;
  - (v) candidates suitably qualified to become members of the Board;
  - (vi) the selection of individuals nominated for directorship;
  - (vii) the re-election by shareholders of the Company of any directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

- (viii) the continuation (or not) in service of any INED serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such INED;
  - (ix) the appointment, re-appointment of directors; and
  - (x) succession planning for directors in particular the chairman and the chief executive of the Company;
- (h) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:
- (i) succession planning of directors;
  - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
  - (iii) changes in market environment and commercial needs of the market in which the Group operates;
  - (iv) the skills and expertise required from members of the Board; and
  - (v) the relevant requirements of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) with regard to directors of a listed issuer;
  - (vi) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 17.90 of the GEM Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
  - (vii) to ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
  - (viii) to conduct exit interviews with any director upon their resignation in order to ascertain the reasons for his departure; and
  - (ix) to consider other matters, as defined or assigned by the Board from time to time;
- (i) to develop a list of desirable skills, perspectives and experience at the outset of the selection process for a new director;

- (j) to be aware of the factors which may affect a director's time commitment to the Company, including but not limited to:
  - (i) directorship at another company undergoing a period of particularly increased activity, such as an acquisition or a takeover;
  - (ii) chairing the Company's board and/or board committees;
  - (iii) membership of board committees;
  - (iv) acting as chief executive officer or full time executive director for another company; and
  - (v) being an INED for multiple boards and taking up significant commitments at government or non-profit making bodies;
- (k) to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the 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 INED 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;

## **8. Minutes and Records**

- 8.1 Full minutes of the meetings of the Nomination Committee and all written resolutions of the Nomination Committee should be kept by the secretary of the Nomination Committee.
- 8.2 The secretary of the Nomination Committee shall circulate the draft and final versions of minutes of the meeting of the Nomination Committee or, as the case may be, written resolutions of the Nomination Committee to all members of the Nomination Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Nomination Committee shall keep record of all meetings of the Nomination Committee held during each financial year of the Company and records of individual attendance of Members, on a named basis, at meetings held during that financial year.

## **9. Continuing Application of the Articles of Association of the Company**

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.

## **10. Powers of the Board**

10.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the corporate governance code set out in Appendix 15 to the GEM Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

## **11. Availability of these Terms of Reference**

11.1 The Nomination Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board and by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.