

BAOFENG MODERN INTERNATIONAL HOLDINGS COMPANY LIMITED
(the “Company”)

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

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 8 January 2011.

2. Membership

2.1 Members of the Committee 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.

2.2 The chairman (the “**Chairman**”) of the Committee shall be appointed by the Board and must be the chairman of the Board or an independent non-executive director of the Company.

2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

2.4 The secretary of the Company shall act as the secretary of the Committee.

2.5 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

3. Meetings of the Committee

3.1 The Committee should meet at least once per year. The Chairman may convene additional meetings at his discretion.

3.2 Notice of Meeting:

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days’ notice.

(b) A Committee member may at any time summon a Committee meeting.

- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.
- (e) 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 of the Committee for the purposes of the meeting.

3.3 The quorum of the Committee meeting shall be two members of the Committee.

3.4 Other Board members shall also have the right of attendance.

4. Written resolutions

4.1 Written resolutions may be passed by all Committee members in writing.

5. Alternate Committee members

5.1 A Committee member may not appoint any alternate.

6. Authorities of the Committee

6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clauses 7.1(a) – (e) below.

7. Duties

7.1 The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the gender, age, cultural and education 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) develop, review and disclose the policy for nomination of directors (the “**Nomination Policy**”), as appropriate, in the Company’s corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship;
- (d) to assess the independence of independent non-executive directors of the Company;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular, the chairman and the chief executive (as defined in the Listing Rules) taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
- (f) to implement and review the board diversity policy (the “**Board Diversity Policy**”), as appropriate; recommend any revisions of the Board Diversity Policy to the Board; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives and disclose the Board Diversity Policy or a summary of such policy, in particular, the measurable objectives that it has set for implementing the Board Diversity Policy and the progress on achieving the objectives and its review results in the Company’s corporate governance report annually;
- (g) 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 shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (a) 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; (b) 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; (c) the perspectives, skills and experience that the individual can bring to the Board; and (d) how the individual contributes to diversity of the Board.

7.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

8. Reporting procedures

8.1 Full minutes of Committee meeting shall be kept by the secretary of the Company. The secretary of the Company shall circulate the draft and final version of minutes of meetings for their comments and records respectively and all written resolutions of the Committee to all members of the Board within a reasonable time.

8.2 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

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 Committee.

10. Powers of the Board

10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the Code on Corporate Governance Practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

11. Language

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

Revised on 20 February 2019