



## **HENGDELI HOLDINGS LIMITED**

亨得利控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 3389)

### **Terms of reference of the Nomination Committee**

#### **The Nomination Committee**

1. The board of directors (the “**Board**”) of Hengdeli Holdings Limited (the “**Company**”) established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), its constitution and particular duties are set out below:-

#### **Membership**

2. The members of the Nomination Committee shall be appointed by the Board, the majority of which shall be independent non-executive directors of the Company and it shall be chaired by the chairman of the Board or an independent non-executive director.
3. The Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.
4. The Company Secretary or his nominee shall act as the Committee’s Secretary.

#### **Frequency of meetings**

5. Meetings of the Nomination Committee shall be held not less than once a year.

#### **Authorities and Duties**

6. The Nomination Committee is authorised by the Board and its duties shall include the followings:-
  - (a) 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;

- (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) to assess the independence of 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;
  - (e) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board.
7. The Board will ensure the Company to provide the Nomination Committee sufficient resources to discharge and perform its duties. Where necessary, the Nomination Committee shall be entitled to seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Reporting procedures**

8. The secretary of the Nomination Committee shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board within 14 days after the conclusion of the relevant meeting of the Nomination Committee.