



FOUR SEAS MERCANTILE HOLDINGS LIMITED

四洲集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 374)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Membership

- 1.1 The Nomination Committee shall be appointed by the board of directors of the Company (the “Board”).
- 1.2 The majority of the members (the “Members”) of the Nomination Committee shall be independent non-executive directors, with at least one member of a different gender.
- 1.3 The Chairman of the Nomination Committee shall be the chairman or independent non-executive director of the Board.

2. Secretary

- 2.1 The Nomination Committee may from time to time appoint a person with appropriate qualification and experience as the secretary of the Nomination Committee.

3. Meetings

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 3.3 The quorum of the Nomination Committee shall be any two Members.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications by means of which all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

- 3.7 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records within a reasonable period of time after the meeting. Such minutes shall be open for directors' inspection.

4. Attendance at Meetings

- 4.1 At the invitation of the Nomination Committee, the managing director of the Company, external advisers and other persons may be invited to attend all or part of any meetings.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

5. Annual General Meetings

- 5.1 The chairman of the Nomination Committee or in his/her absence, another Member of the Nomination Committee or failing this a duly appointed delegate, shall attend the Company's annual general meetings (the "AGMs") and be available to answer questions at the AGMs.

6. Responsibilities, Powers and Discretion

The Nomination Committee shall have the following responsibilities, powers and discretion: -

- 6.1 to formulate nomination policy for the Board's consideration and to implement the Board's approved nomination policy; and
- 6.2 without prejudice to the generality of the foregoing: -
- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge) of the Board at least annually; and to make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and to 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 and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting of the Company, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the reasons why he/she should be elected and the reasons why he/she is considered to be independent;
 - (d) review the board diversity policy of the Company (the "Board Diversity Policy"), as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Company's corporate governance report annually;

- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the managing director of the Company;
- (f) to review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities; and
- (g) to support the regular evaluation of the performance of the Board.

7. Reporting Responsibilities

7.1 The Nomination Committee shall report to the Board when appropriate.

8. Authority

8.1 The Nomination Committee is authorised by the Board where necessary to have access to independent professional advice, at the Company's expense, to perform its responsibilities.

8.2 The Nomination Committee shall be provided with sufficient resources to perform its duties.

9. Publication of the Terms of Reference

9.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited. A copy of the terms of reference will be made available to any person without charge upon request.

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