



JIMU GROUP LIMITED
積木集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8187)

(the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

Amended by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 31 December 2018.

1 MEMBERSHIP

- 1.1 The Nomination Committee (the “**Committee**”) shall comprise not less than three Directors appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive directors of the Company.
- 1.2 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 of the Company.
- 1.3 Saves as otherwise appointed by the Committee, the company secretary shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary of the Committee.
- 1.4 The term of office of a member of the Committee shall be determined by the Board.

2 FREQUENCY AND PROCEEDINGS OF MEETINGS

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4 The Committee may, from time to time, invite advisers to the meeting, including but not limited to external advisers or consultants, to advise its members.
- 2.5 Meetings of the Committee shall be called by the secretary of the Committee at the request of any member thereof or at the request of the Board.

- 2.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, the chief executive officer of the Company, the chief financial officer of the Company, any other person required to attend and all other executive and non-executive directors of the Company, at least five working days prior to the date of the meeting.
- 2.7 The chairman of the Board shall have the right to attend and speak at meetings of the Committee; others may be called upon or shall be able to speak by prior arrangement with the chairman of the Committee.
- 2.8 The secretary of the Committee shall keep minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.9 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board by the secretary of the Committee.
- 2.10 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- 2.11 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.

3 DUTIES, POWERS AND FUNCTIONS

- 3.1 The Committee shall –
 - (a) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) develop and review, as appropriate, the policy for the nomination of Directors (the "**Nomination Policy**") and disclose the Nomination Policy in the Company's corporate governance report;
 - (c) 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 directorships;
 - (d) review the board diversity policy (the "**Board Diversity Policy**"), as appropriate; and the measurable objectives set for implementing the Board Diversity Policy and monitor the progress on achieving the objectives; and make the relevant disclosure in the Company's corporate governance report;
 - (e) assess the independence of independent non-executive directors of the Company, and any proposed independent non-executive Directors to determine their eligibility, the perspective, skills and experience that the proposed independent non-executive Director can bring to the Board, his/her contribution to diversity of the Board and ability to devote sufficient time to the Board and Board committees; and

(f) 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 of the Board and the chief executive officer of the Company.

3.2 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee 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 consider 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.

3.3 The Committee shall report directly to the Board. The Committee shall be provided with sufficient resources to perform its duties and is authorised to obtain outside legal or other independent professional advice to perform its responsibilities and to secure the attendance of outsiders with relevant experience and expertise, at the Company's expense, if it considers necessary.

4 REPORTING PROCEDURES

4.1 Full minutes of the meetings of the Committee and all written resolutions should be kept by the company secretary of the Company. Minutes shall record matters considered and decisions reached by the members of the Committee in details, including any doubt or disagreement raised by the members of the Committee.

4.2 The secretary of the Committee shall circulate draft and final versions of minutes of the meetings or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or the passing of the written resolutions.

4.3 Chairman of the Committee who chair the meetings or other member of the committee who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

5 INTERPRETATION

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