

TFG INTERNATIONAL GROUP LIMITED

富元國際集團有限公司

(the “Company”)

(Incorporated in the Cayman Islands)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(the “Committee”)

(amended and updated in April 2019)

1. Membership

- (a) The Committee shall be appointed by the board of directors (“the Board”). The Committee shall be made of at least three members, a majority of whom shall be Independent Non-Executive Directors.
- (b) Only members of the Committee have the right to attend Committee meetings. Other individuals such as Chairman of the Board shall be in attendance with other senior management if deemed appropriate and invited by the Nomination Committee.
- (c) The Board shall appoint the Chairman of the Committee who shall be an Independent Non-Executive Director. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting.
- (d) The Company Secretary of the Company shall act as the Secretary of the Committee.

2. Frequency and proceedings of meetings

- (a) The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.
- (b) The Chairman of the Committee may convene additional meetings at his discretion.
- (c) The quorum necessary for transaction of business shall be two members. 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 exercised by the Committee.
- (d) Meetings of the Committee shall be conducted in accordance with the provisions of the Company’s Articles of Association governing the proceeding of Directors of the Company.

3. Committee's Resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

4. Responsibilities

The Committee shall

- (a) review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, experience 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) 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) consider potential candidates on merit against criteria such as academic qualification, working experience, skills and knowledge with due regard for the Board succession and Board diversity perspective;
- (d) assess the independence of Independent Non-Executive Directors and review the Independent Non-Executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
- (e) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer, after taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- (f) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (g) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation; and
- (h) review the Board's diversity policy and director nomination policy, as appropriate; and any measurable objectives set by the Board for implementing such Board Diversity Policy as adopted by the Board from time to time and to review and the progress of achieving the objectives; and to provide information of the review results to the Secretary of the Committee to make disclosure of its review results in the Corporate Governance Report annually.

5. Board Diversity Policy

The Company consider diversity at the Board level as an essential element to support the attainment of strategic objectives, sustainable and balanced development of the Board (the “Board Diversity Policy”).

The Company’s selection of candidates for directorships will take into account a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate selection decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board Diversity Policy will be subject to periodic review.

6. Nomination Policy

The provisions set out in the above paragraphs 4(a), 4(b), 4(c) and 4(e) are regarded as the crucial criteria for the nomination of Directors of the Board, which constitute the “Nomination Policy” of the Company.

7. Authority

The Company should provide the Committee with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.

8. Reporting procedures

The minutes of meetings/written resolutions of the Committee shall be circulated to all members of the Board on a regular basis. At the next Board meeting following a Committee’s meeting, the Committee’s Chairman shall report the Committee’s findings and recommendations to the Board.