

TOMSON GROUP LIMITED

Terms of Reference for Nomination Committee

Constitution

1. The board of directors of the Company (the “Board”) hereby constitutes and establishes a committee of the Board to be known as the Nomination Committee with authority and duties as described below.

Membership

2. The Nomination Committee shall be appointed by the Board and shall consist of not less than three members. The majority of the members of the Nomination Committee shall be independent non-executive directors of the Company.
3. The Chairman of the Nomination Committee shall be appointed by the Board and must be an independent non-executive director.

Secretary

4. The company secretary of the Company shall be the secretary of the Nomination Committee.

Meetings

5. The Nomination Committee shall meet at least once a year and otherwise as required.
6. The quorum for a Nomination Committee’s meeting shall be not less than two-third of the total number of the Committee members.
7. Only members of the Nomination Committee have the right to attend and vote at the meetings.
8. Apart from the restrictions as stated above, proceedings of the meetings of the Nomination Committee shall be governed by Article 130 of the Articles of Association of the Company.
9. Full minutes of the Nomination Committee should be kept by the secretary of the Nomination Committee.

Authority

10. The Nomination Committee is authorised by the Board:
 - (a) to seek any information it requires from management of the Company in order to perform its duties; and
 - (b) to obtain outside legal or other independent professional advice on any matter within these Terms of Reference.

Duties

The Nomination Committee shall have the following duties:

11. 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.
12. 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.
13. To assess the independence of independent non-executive directors under the independence guidelines set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
14. To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors.
15. To review the Director Nomination Policy and the Board Diversity Policy of the Company and make recommendation on any proposed revisions to the Board.

Reporting responsibilities and procedures

16. The Nomination Committee shall report to the Board on its decisions and recommendations.
17. The secretary of the Nomination Committee shall circulate the minutes of meetings and reports of the Nomination Committee to all members of the Board.

Adopted on the 31st day of December, 2021