



A.Plus Group Holdings Limited

優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8251)

NOMINATION COMMITTEE

TERMS OF REFERENCE

CONSTITUTION

1. The board (the “**Board**”) of directors (the “**Director(s)**”) of A.Plus Group Holdings Limited (the “**Company**”) has resolved to establish a Committee of the Board to be known as the Remuneration Committee (the “**Committee**”) at a meeting held on 23 March 2016.

MEMBERSHIP AND QUORUM

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive Directors. The majority of the Members must be independent non-executive Directors (“**INEDs**”).
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee (the “**Chairman**”). Other Board members, apart from the Members, may have the right to attend any Committee meetings if permitted by the Chairman, though they shall not be counted in the quorum.
4. The Chairman shall be appointed by the Board and shall be either the chairman of the Board or an INED.

SECRETARY

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

ATTENDANCE AT MEETINGS

6. (a) The Committee may invite any executive Directors, member of senior management or other individual to attend meetings of the Committee as it considers appropriate but such executive Directors, member of senior management or other individuals are not entitled to vote at the meetings.
- (b) The company secretary of the Company or his or her nominee shall be the Secretary.
- (c) No Director should be involved in and shall abstain from discussion in deciding the nomination of his associates.

FREQUENCY OF MEETINGS

7. The Committee shall meet at least once a year or the Members may call any meetings at any time when necessary or desirable.

PROCEEDINGS OF MEETINGS

8. (a) The meetings and proceedings of the Committee are governed by the provisions of the articles of association of the Company for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.
- (b) The Chairman, in consultation with the person responsible for human resources and the Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the Secretary, shall ensure that all Members shall receive sufficient information in a timely manner to enable effective discussion at the Committee meeting. The Chairman shall, with the assistance of the person responsible for human resources, brief all Members on issues arising at each Committee meeting.

AUTHORITY

9. The Committee is authorised by the Board to seek any necessary information from all employees which is within the Committee's scope of duties.
10. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

DUTIES

11. The duties of the Committee shall include, but not be limited to the following:

- (a) to review the structure, size and composition (including but not limited to skills, knowledge, gender, age, cultural and educational background, professional experience and diversity of perspectives) of the Board at least annually and to make recommendations to the Board regarding any proposed changes;
- (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company, with due regard for the benefits of diversity on the Board with reference to the Board diversity policy (the “**Board Diversity Policy**”);
- (c) to assess the independence of the INEDs having regard to the requirements under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”);
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer of the Company;
- (e) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company;
- (f) to develop and recommend to the Board measurable objectives for achieving diversity on the Board and monitor the progress on achieving those objectives;
- (g) to identify and nominate candidates to fill casual vacancies of the Directors for the Board’s approval;
- (h) to determine and review 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 such objectives;
- (i) to develop, review and implement, as appropriate, the nomination policy concerning the selection criteria and procedures for the appointment and reappointment of Directors;

- (j) to ensure that each Director should be nominated by means of a separate resolution in meetings of the Board and/or the general meetings of the Company, as appropriate;
 - (k) to produce an annual report of the Committee's policy which will form part of the Company's annual report;
 - (l) to review annually the time commitment required of Directors and to evaluate whether Directors have committed adequate time to discharge their responsibilities; and
 - (m) to do any such things to enable the Committee to perform its functions conferred on it by the Board.
12. Where the Board proposes a resolution to elect an individual as an INED 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 of the Company why they believe the individual should be elected and the reasons why they consider the individual to be independent, having regard to the requirements under the GEM Listing Rules.
13. The Chairman or in the absence of the Chairman, another Member or failing which, his duly appointed delegate, should be available to answer questions at the annual general meeting of the Company.

REPORTING PROCEDURES

14. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all Members for comments and records within a reasonable time after each meeting, subject to any legal or regulatory restrictions limiting the circulation or the making of these reports.
15. The Committee shall report to the Board of its findings, decisions and recommendations.
16. The Chairman who chair the meetings or other Member who is authorised by the Chairman to chair the meetings shall report in the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
17. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

INTERPRETATION

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

(The English version shall always prevail in case of any inconsistency between the English version and its Chinese translation.)

(Adopted by the Company pursuant to the Board's resolutions passed on 23 March 2016 and 31 December 2018)