

SEM Holdings Limited

澳達控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 9929)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

I. CONSTITUTION

1. The board (the “**Board**”) of directors of SEM Holdings Limited (the “**Company**”) (the “**Directors**”) has resolved to establish a committee of the Board known as the nomination committee (the “**Committee**”) on 22 January 2020.

II. MEMBERSHIP

2. The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors (the “**INEDs**”).

III. CHAIRMAN

3. The chairman of the Committee shall be appointed by the Board and shall be either the chairman of the Board or an INED.
4. The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

IV. SECRETARY

5. The company secretary (the “**Company Secretary**”) of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

V. ATTENDANCE AT MEETINGS

6. The quorum for meetings of the Committee shall be any two members (at least one of whom should be an INED).

VI. FREQUENCY AND PROCEEDINGS OF MEETINGS

7. Meetings of the Committee shall be held not less than once a year and at such other times as the chairman of the Committee may require.
8. The meetings and proceedings of the Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Board.
9. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

VII. NOTICE OF MEETINGS

10. Unless otherwise agreed by all the members of the Committee, notice (containing details of the venue, time and date of the meeting) of at least 7 days shall be given for a regular meeting of the Committee. For all other meetings of the Committee, reasonable notice shall be given.
11. Notice of meeting may be given either orally or in writing by way of telephone, facsimile or other electronic means.
12. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

VIII. RESOLUTIONS IN WRITING

13. A resolution in writing signed by all of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents all in like form.

IX. ANNUAL GENERAL MEETINGS

14. The chairman of the Committee (or in his absence, another member of the Committee or failing this his duly appointed delegate) shall attend the Company's annual general meetings and be prepared to respond to any shareholders' questions on the Committee's activities.

X. AUTHORITY

15. The Committee is authorised by the Board to perform any activity within these terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with the Committee.
16. The Committee is authorised by the Board to obtain, at the Company's expense, external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Committee shall be provided with sufficient resources to perform its duties. The Committee shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Committee.

XI. DUTIES

17. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience, with due regard to the Board diversity policy) required of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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;
 - (c) to identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise;
 - (d) to assess the independence of INEDs;
 - (e) to make recommendations to the Board concerning the plans for succession for both executive and non-executive Directors and for the roles of the chairman and the chief executive; and
 - (f) to monitor the implementation of the Board diversity policy, review and discuss any revisions that may be required, and recommend any such revisions to the Board for approval.

XII. REPORTING PROCEDURES

18. Full minutes of the Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary or a duly appointed representative). The minutes shall be made available for inspection at any reasonable time on reasonable notice by any member of the Committee or the Board. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final versions of minutes of such meetings, or as the case may be written resolutions of the Committee, shall be circulated to all members of the Committee for their comment and records respectively within a reasonable time after such meetings or before passing of the written resolutions.
19. Without prejudice to the generality of the duties of the Committee set out in these terms of reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.
20. The Committee should evaluate its own performance, these terms of reference, and its membership annually to ensure it is performing its duties effectively, and recommend to the Board any changes it considers necessary.

XIII. POWERS OF THE BOARD

21. The Board may, subject to compliance with the articles of association of the Company and the rules governing the listing of securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these terms of reference.
22. The power to interpret these terms of reference shall vest in the Board.

XIV. PUBLICATION OF THE TERMS OF REFERENCE

23. The Committee shall make available these terms of reference by publishing them on the websites of the Company and The Stock Exchange of Hong Kong Limited.

(If there is any inconsistency between the English version and the Chinese version, the English version shall prevail.)