



盛洋投資

Gemini Investments (Holdings) Limited

盛洋投資(控股)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 174)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

I. Introduction

The nomination committee (the “**Nomination Committee**”) is a committee of the board of director (the “**Board**”) of Gemini Investments (Holdings) Limited (the “**Company**”) established pursuant to Article 128 of the Articles of Association of the Company and with reference to Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited headed “Corporate Governance Code and Corporate Governance Report”.

The Nomination Committee of the Company is required to be established based on the principle that there should be a formal, considered and transparent procedure for the appointment of new directors in the Company and that there should be plans in place for orderly succession for such appointments.

II. Establishment of the Nomination Committee

1. Members of the Nomination Committee shall be appointed by the Board. The Board shall appoint the board of the chairman or any one of independent non-executive director to be the chairman of the Nomination Committee.
2. The Nomination Committee shall be comprised of at least 3 members, a majority of whom shall be independent non-executive directors of the Company.

III. Quorum

1. The necessary quorum for a meeting of the Nomination Committee shall not be less than 2 (TWO) members. A duly convened meeting of the Nomination 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 Nomination Committee.

2. In the absence of the chairman of the Nomination Committee and/or a duly appointed deputy, the remaining members present shall elect one among themselves to chair the meeting.

IV. Duties of the Nomination Committee

1. The Nomination Committee shall perform the following duties:-
 - (a) 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;
 - (b) 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;
 - (c) assess the independence of independent non-executive directors; and
 - (d) 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 and the chief executive of the Company.
2. Criteria:-

In evaluating and selecting any candidate for directorship, the Nomination Committee shall take into account the criteria of nomination and appointment of directors as sets out in "Director Nomination Policy" of the Company

The Nomination Committee, when exercising its duties, shall consider that an independent non-executive director serving more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment shall be subject to a separate resolution to be approved by shareholders of the Company. The papers to shareholders accompanying that resolution shall include the reasons why the Board believes he is still independent and should be re-elected.

V. Authorities of the Nomination Committee

1. The Company shall provide the Nomination Committee sufficient resources to perform its duties.
2. If the Nomination Committee considers necessary, the Nomination Committee is authorised by the Board to obtain, at the Company's expense, any external

legal or other independent professional advice on any matter within its term of reference.

VI. Others

1. The chairman of the Nomination Committee, or in his/her absence, a duly appointed deputy, shall attend the annual general meeting of the Company and prepare to respond to any shareholder's question on the Nomination Committee's activities.
2. The Nomination Committee shall review its own constitution and terms of reference from time to time and recommend any change it considers necessary to the Board for approval.

Note: If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.

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