



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 directors (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 the Corporate Governance Code set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Nomination Committee of the Company is required to be established based on the principle that:-

- (a) the Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business and should ensure that the directors of the Company devote sufficient time and make contributions to the Company that are commensurate with their roles and board responsibilities. The Nomination Committee should ensure that changes to composition of the Board can be managed without undue disruption; and
- (b) 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 chairman of the Board or an independent non-executive director of the Company to be the chairman of the Nomination Committee.

2. The Nomination Committee shall consist of at least 3 (THREE) members with at least one member of a different gender, and a majority of the members of the Nomination Committee 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, assist the Board in maintaining a board skills matrix, 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;
 - (d) make recommendations to the Board on:-
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
 - (ii) the composition of the audit committee, remuneration committee and other board committees of the Company;
 - (iii) proposed changes to the structure, size and composition of the Board;
 - (iv) candidates suitably qualified to become members of the Board;
 - (v) the selection of individuals nominated for directorship;

- (vi) the re-election of any directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board; and
 - (vii) 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;
- (e) review the policy concerning the nomination of directors, as appropriate;
 - (f) support the Company's regular evaluation of the Board's performance;
 - (g) review and assess regularly each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively;
 - (h) review the implementation and effectiveness of the Board Diversity Policy of the Company periodically and make recommendation to the Board on any proposed changes to the Board Diversity Policy; and
 - (i) consider other matters as designated by the Board from time to time.

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.

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 and responsibilities.
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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