



## **SINO-LIFE GROUP LIMITED**

### **中國生命集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8296)**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

### **Establishment of a Nomination Committee**

It is a recommended best practice under A.4.4 of the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules (the “**CG Code**”) to establish a nomination committee (the “**Nomination Committee**”). The majority of the members of the Nomination Committee should be independent non-executive Directors.

### **Responsibilities of the Nomination Committee**

The responsibilities of the Nomination Committee include, among others, the followings:

- (a) to review the structure, size, composition and diversify (including without limitation, perspectives, skills, educational background, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors and, if a proposed director will be holding their seventh (or more) listed company directorship, his/her ability to devote sufficient time to Board matters;
- (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;
- (e) to make recommendations to the Board on the policy concerning the diversity of Board members;

- (f) to give full consideration to the Board's policy concerning diversity of Board members adopted from time to time;
- (g) in the event the Board proposes a resolution at the general meeting to elect a person as an independent non-executive director of the Company, the circular to Shareholders and/or explanatory statement attached to the notice convening the general meeting shall state:
  - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
  - (iv) how the individual contributes to the diversity of the Board.
- (h) to review the Board Diversity Policy, as appropriate, and review the measurable objectives the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives to ensure the continued effectiveness of the Board Diversity Policy; and
- (i) to report annually on the Board's composition and make appropriate disclosures regarding the Board Diversity Policy in the Corporate Governance Report.

#### **Authority and Duties of the Nomination Committee**

The terms of reference of the Nomination Committee must clearly establish the authority and duties of the Nomination Committee.