



## Echo International Holdings Group Limited

毅高(國際)控股集團有限公司

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

**(Stock code: 08218)**

### TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Adopted by the board of directors of Echo International Holdings Group Limited  
on 2 January 2019)

(Adopted on 10 October 2013 and revised on 2 January 2019)

#### 1. Composition

- 1.1 The nomination committee (the “**Committee**”) of Echo International Holdings Group Limited (the “**Company**”) shall consist of at least three directors, of which a majority should be independent non-executive directors, appointed by the board of directors of the Company (the “**Board**”) from time to time.
- 1.2 The chairman of the Committee, who must be an independent non-executive director of the Company, shall be appointed by the Board.

#### 2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendation to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

#### 3. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

#### 4. Meetings

- 4.1 The Committee shall meet at least once every year. Additional meetings may be convened by the chairman of the Committee as and when necessary.
- 4.2 The quorum of a meeting shall be two members of the Committee.
- 4.3 Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company as amended from time to time.
- 4.4 Unless otherwise agreed by all the members of the Committee, a meeting shall only be called with at least seven (7) days’ prior notice.

- 4.5 For regular Committee meetings, and so as far as practicable in all other cases, an agenda and accompanying papers should be sent, in full, to all members of the Committee and the directors of the Company (the “**Directors**”). These should be sent in a timely manner and at least three (3) days before the intended date of the Committee meeting (or such other agreed period as agreed).
- 4.6 At all times the members of the Committee shall be notified of and be invited to all meetings of the Committee and may attend all the meetings of the Committee.
- 4.7 Members of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communications equipment through which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

## **5. Committee’s Resolutions**

- 5.1 A resolution in writing signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by facsimile or other forms of electronic communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) for a meeting of the Board or Committee to be held.
- 5.2 Minutes of meetings of the Committee should be kept by the secretary to the Committee and should be open for inspection at any reasonable time on reasonable notice by any Director.
- 5.3 Minutes of meetings of the Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed.

## **6. Duties, Powers and Functions**

The Committee shall:

- (i) 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;
- (ii) having regard to the board diversity policy and nomination policy, identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) assess the independence of independent non-executive Directors;

- (iv) having regard to the board diversity policy and nomination policy, make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman and the chief executive officer;
- (v) to 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 the objectives; and make disclosure of its review results in the Corporate Governance Report annually; and
- (vi) to formulate, review and implement, as appropriate, the nomination policy, selection criteria and nomination procedures for identification, selection and nomination for the Director(s) for the Board's approval.

## **7. Authority**

- 7.1 The Committee is granted the authority to investigate any activity within its terms of reference and all employees are directed to cooperate with any request made by the Committee. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 7.2 The Committee is to be provided with sufficient resources to discharge its duties.

## **8. Reporting Procedures**

- 8.1 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.2 Full minutes of meetings of the Committee shall be kept by the secretary to the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 8.3 Copies of the minutes of meetings of the Committee shall be provided to the Board at its meetings.
- 8.4 The chairman of the Board should invite the chairman of the Committee to attend the annual general meeting. In his/her absence, the chairman of the Board should invite another member of the Committee or failing this his/her duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

## **9. Revision of the terms of reference**

- 9.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in the GEM Listing Rules and other regulatory requirements in Hong Kong.