



CHINA TRUSTFUL GROUP LIMITED

中國之信集團有限公司

(the “Company”)

(Incorporated in Bermuda with limited liability)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE COMPANY

(Amended and re-adopted by the board of directors of
the Company (the “**Board**”) with effect from 1 January 2019)

The terms of reference of the Nomination Committee of the Company are based on the terms of reference contained in the Corporate Governance Code set out in Appendix 15 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

- (a) to review the performance of the Board and ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
- (b) to assist the Board in succession planning for the Board and senior management;
- (c) to 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. When reviewing the structure, size and composition of the Board, the Nomination Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the Board diversity policy adopted by the Company from time to time to achieve Board diversity;
- (d) to draw up, review and update, as appropriate, the diversity policy for the Board’s approval having due regard to the requirements of the GEM Listing Rules, review and update the objectives that the Board has set for implementing such policy;
- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for directors for the Board’s approval. Such criteria include but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;

- (f) 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;
- (g) to assess the independence of independent non-executive directors;
- (h) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the chairman and the chief executive, taking into account all factors which the Nomination Committee considers appropriate including the challenges and opportunities faced by the Company and its subsidiaries (the “**Group**”) and skills and expertise required in future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) to keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (j) to evaluate the needs for, and monitor the training and development of, directors; and
- (k) to develop the procedures for the performance evaluation of the Board committees:
 - i. review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - ii. recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
 - iii. review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes.