



Agile Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3383)

Terms of Reference for Nomination Committee

ADOPTED ON 13 DECEMBER 2006

FIRST UPDATED ON 16 DECEMBER 2011

SECOND UPDATED ON 15 AUGUST 2013

THIRD UPDATED ON 7 DECEMBER 2018

Terms of Reference for Nomination Committee

The board of directors (the “**Board**”) of **AGILE GROUP HOLDINGS LIMITED** (the “**Company**”) established Nomination Committee (the “**Committee**”) and adopted these Terms of Reference in the meeting held on 13 December 2006 and amended in the meeting held on 16 December 2011, 15 August 2013 and 7 December 2018. The Committee’s constitution and duties are set out below:-

1. Membership and Quorum

The members of the Committee shall be appointed by the Board, and the majority of which should be the independent non-executive directors of the Company and the Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two.

The Chairman of the Committee must be the Chairman of the Board or an independent non-executive director.

2. Attendance at Meetings and Secretary

Other members of the Board shall also have the right of attendance.

The company secretary of the Company shall be the secretary of the Committee and shall be responsible to record and keep the minutes of meetings of the Committee.

3. Frequency of Meetings

Meetings of the Committee shall be held not less than once a year. Additional meetings shall be held at the request of any members of the Committee.

4. Duties

The duties of the Committee shall include, but not be limited to the following:-

- (a) to review the diversity structure, size and composition (including but not limited to the gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to implement the corporate strategy;

- (b) to identify individual suitably qualified to become Board member based on a range of diversity perspectives (including but not limited to gender, age, cultural, educational background, ethnicity, professional experience, skills, knowledge and length of services) and select or make recommendations to the Board on the selection of, individual nominated for directorship;
- (c) to assess the independence of the independent non-executive directors;
- (d) to make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) to review the Board diversity policy for the Board's approval having due regard to the requirements of the Listing Rules, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made;
- (f) to review the nomination procedures and the process and criteria for the identification, selection and nomination of candidates for directorship for the Board's approval;
- (g) to review the Corporate Governance Report in the Company's annual report for the Board's approval including disclosures on director independence, the policy for the nomination of directors performed by the Committee during the year, a summary of the policy on board diversity; and
- (h) other matters as may be delegated by the Board.

5. Powers

The Committee is authorized to:

- (i) have access to such training and resources in order to carry out its duties as it may consider appropriate;
- (ii) obtain, at the Company's expense, any advice or support from external advisers or experts including legal adviser; and
- (iii) have access to any information, record or report from any Group employee in order to perform its duties and request any employee to attend Committee meetings and answer questions as and when required.

6. Reporting Procedures

The secretary of the Committee shall circulate the relevant minutes of meetings of the Committee to all members of the Board.