

Tianyun International Holdings Limited

(incorporated in the British Virgin Islands with limited liability)

Nomination Committee – Terms of reference

The board of directors (the “**Board**”) of **Tianyun International Holdings Limited** (the “**Company**”) has established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”) with its constitution and particular duties set out below:-

1. Membership

- 1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee must be the chairman of the Board or an independent non-executive director.

2. Secretary of Nomination Committee

- 2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

3. Meetings

- 3.1 At least one meeting will be held each year.
- 3.2 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required. Notwithstanding the notification period, the attendance of the member of the Nomination Committee at the meeting would deem to be treated as the waiver of the required notification requirement.

- 3.3 A quorum shall be two members, one of whom must be an independent non-executive director. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.
- 3.4 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5 Resolutions of the Nomination Committee shall be passed with a simple majority of votes.
- 3.6 Resolutions signed by all members of the Nomination Committee will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.7 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting. Once they are agreed, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Attendance of meetings

- 4.1 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.
- 4.2 Only the Nomination Committee members shall have the voting powers.

5. Duties

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

- 5.1 to 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;

- 5.2 to assist the Board in succession planning for the Board and senior management;
- 5.3 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 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;
- 5.4 to draw up, review and update, as appropriate, the board diversity policy for the Board's approval having due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), review and update the objectives that the Board has set for implementing such policy;
- 5.5 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 are not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- 5.6 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;
- 5.7 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 Committee considers appropriate including the challenges and opportunities facing the Company and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- 5.8 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;

- 5.9 to evaluate the needs for, and monitor the training and development of, directors;
- 5.10 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;
- 5.11 to assess the independence of independent non-executive directors;
- 5.12 to review the board diversity policy as appropriate and to review the measurable objectives under the board diversity policy and the progress of the attainment of the objectives, so as to ensure effective implementation; and make disclosure of its review results in the corporate governance report; and
- 5.13 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

6. Reporting responsibilities

- 6.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.
- 6.2 The Nomination Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

7. Authority

7.1 The Nomination Committee is authorised by the Board when necessary to seek any information it requires from senior management of the Company to order to perform its duties.

7.2 The Nomination Committee is authorised by the Board when necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

7.3 The Company should provide the Nomination Committee sufficient resources to perform its duties.

“Senior management” refers to the same category of persons as referred to in the Company’s annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the Group as, in the opinion of the directors, is appropriate.

Adopted on: 30 January 2019