

## **Terms of Reference of Nomination Committee**

### **SUNCORP TECHNOLOGIES LIMITED (the “Company”) – Nomination Committee**

**Terms of Reference (adopted by the Board of Directors of the Company to take effect on 1 January 2019)**

#### **(I) OBJECTIVE**

The Committee of the Company is to assist the board of directors of the Company (the “Board”) in ensuring that there are formal and transparent procedures for the appointment and re-appointment of the directors of the Company.

#### **(II) MEMBERSHIP**

The Committee shall be appointed by the Board and shall comprise at least two members. The majority of the members of the Committee (the “Members”) shall be Independent Non-executive Directors. The Board shall nominate one of the Members as the chairman of the Committee.

The Company Secretary of the Company shall be the secretary of the Committee.

#### **(III) ROLE AND AUTHORITY**

The duties of the Committee shall include the following aspects:

- (a) 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;
- (b) 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;
- (c) to assess the independence of Independent Non-executive Directors;
- (d) to 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;
- (e) to develop and review, as appropriate, the board diversity policy of the Company (the “Board Diversity Policy”) and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives; and

- (f) where the Board, based on a Nomination Committee recommendation, proposes a resolution to elect an individual as an independent non-executive director at any general meeting of the Company, the Nomination Committee should assist the Board to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- 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;
  - 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;
  - the perspectives, skills and experience that the individual can bring to the Board; and
  - how the individual contributes to diversity of the Board.

#### **(IV) COMMITTEE MEETINGS**

##### **A. Quorum and Type of Meeting**

- (i) The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable by, the Committee.
- (ii) Meetings can be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment or through electronic means of communications whereby all persons participating in the meeting are capable of hearing each other.
- (iii) Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- (iv) A resolution in writing signed by all Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

##### **B. Frequency**

The Committee shall meet at such times as the Chairman of the Committee shall require. Meetings of the Committee shall be summoned by the secretary at the request of any Member of the Committee.

### **C. Notice**

Notice of any meetings of the Committee has to be given 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.

### **D. Minutes**

The secretary of the Committee should keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records within a reasonable time, normally 7 days, after the meeting. If there is conflicting view between the Members on the contents of the draft minutes, the chairman of the meeting shall have a conclusive decision.

Minutes of all Committee meetings will also be sent to other members of the Board at the same time when they are sent to Members.

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*Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.*