



Plover Bay Technologies Limited

珩灣科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1523)

(the “Company”)

NOMINATION COMMITTEE

Terms of Reference

(Adopted by the board of directors of the Company on 21 June 2016)

1 MEMBERSHIP

- 1.1 The Nomination Committee (the “**Committee**”) is established by the board of directors of the Company (the “**Board**”) according to the articles of association of the Company (the “**Articles of Association**”) and the establishment would be effective from the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- 1.2 The Committee members must be appointed by the Board and shall consist of not less than three members. The majority of the members must be independent non-executive directors (the “**INED(s)**”).
- 1.3 The chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an INED.
- 1.4 The Board may, from time to time, at their discretion, change the composition of the members of the Committee.

2 SECRETARY

- 2.1 The Committee may appoint the company secretary of the Company or any other person with appropriate qualification and experience as the secretary of the Committee. Full minutes of the meetings should be kept by the secretary.

3 MEETINGS

- 3.1 The Committee shall meet at least once a year. Additional meetings should be held as and when the work of the Committee demands.
- 3.2 Notice of meetings shall be given to all members of the Committee at least three (3) days before the meeting.
- 3.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the Committee meeting. Such agenda and other documents should be sent in a timely manner and at least three days before the intended date of a meeting (or other period agreed by the Committee).
- 3.4 The quorum of a meeting shall be two members of the Committee.
- 3.5 The Committee members could attend the meetings in person, by telephone or by video conference.
- 3.6 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 3.7 Only members of the Committee have the right to attend the Committee meetings. However, any director, executive or other person may be invited to attend the meetings when the Committee considers that their attendance can assist it to discharge its duties.
- 3.8 Unless otherwise stated herein, proceedings of meeting of the Committee shall be governed by the relevant provisions of the Articles of Association of the Company (as amended from time to time).

4 VOTING AT MEETINGS

- 4.1 Decisions shall be determined by simple majority, and in the event of a tie (if any), the chairman of the Committee shall have the casting vote.

5 AUTHORITY

- 5.1 The Committee is authorised by the Board to investigate any activity within the terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 5.2 All members of the Committee can have access to the advice and services of the secretary who is responsible to the Committee for ensuring that procedures of the Committee, and all applicable rules and regulations, are followed.
- 5.3 The Committee shall be provided with sufficient resources to perform its duties and may seek independent legal or other professional advice in appropriate circumstances at the Company's expenses to perform its duties.

6 DUTIES

- 6.1 Main duties of the Committee should include:
- (a) 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) 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) assess the independence of independent non-executive directors; and
 - (d) 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.

7 REPORTING PROCEDURES

- 7.1 The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.
- 7.2 Full minutes and written resolutions should be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records, within a reasonable time after the meeting. Written resolutions should be promptly sent to all Committee members for their records after the written resolutions are passed.
- 7.3 At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the works and recommendations of the Committee since the last Board meeting (if any). At least once annually, the Committee should present a report in writing to the Board which addresses the work of the Committee during the year.

8 OTHERS

- 8.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and the Company's website.
- 8.2 Any changes to the terms of reference shall be effective after they have been approved by the Board.