



KOS International Holdings Limited
高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”)

(**Stock Code: 8042**)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

1. The board (the “**Board**”) of directors (the “**Directors**”) of the Company resolved the establishment of the nomination committee (the “**Committee**”) on 13 September 2018.

Members and Secretary

2. The members shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive Directors.
3. The chairman of the Committee (the “**Chairman**”) shall be appointed by the Board and should be the chairman of the Board or an independent non-executive Director and in his/her absence, members present may elect any member to chair the Committee meeting.
4. The company secretary of the Company or his/her delegate or such other person appointed by the Chairman shall be the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

Attendance and Quorum

5. The quorum of the Committee meeting shall be two members of the Committee, at least one of whom must be an independent non-executive Director.
6. The Committee members may attend meetings of the Committee either in person or through other electronic means of communication such as telephone or video conference (if made available to the Company). Should any member of the Committee wish to attend a meeting through electronic communication, prior arrangements shall be made with the Secretary.

Frequency and procedure of meetings

7. Meetings shall be held as and when required or as requested by the Chairman. The members may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee. The meetings of the Committee shall be held not less than once a year.
8. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.

9. A resolution in writing signed by all members shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

Notices of the meetings

10. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each member of the Committee, and to any other person required to attend:
 - (a) in relation to all regular meetings of the Committee, at least 3 days before the date of meeting; and
 - (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.
11. An agenda of items to be discussed, together with supporting papers, shall be sent to the Committee members and to other attendees within a reasonable period of time prior to the date of the meeting.

Authority

12. The Committee is authorised by the Board to seek any information within its terms of reference. It is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee, the fees of which should be paid by the Company.
13. The Committee is authorised by the Board to obtain external legal or other independent professional advice, if necessary.

Duties

14. The duties of the Committee shall be:
 - (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 to select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive Directors, having regard to the requirements under the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited;
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular, the Chairman and chief executive officer of the Company (if any);

- (e) to regularly review whether each of the Directors is devoting sufficient time and attention to the affairs of the Company, including but not limited to, the review of the attendance record of the Board meetings and meetings of board committees; and to do any such things to enable the Committee to discharge its power and functions conferred on it by the Board;
- (f) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider the individual to be independent; and
- (g) to review the board diversity policy periodically and make disclosure of the policy or a summary of the policy in the corporate governance report annually.

Annual general meeting

15. The Chairman of the Committee or in his/her absence, another member of the Committee, shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

Others

16. The Committee shall have access to sufficient resources in order to discharge its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
17. The Chairman, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at the Committee meeting and be briefed on the issues arising at each Committee meeting.
18. The Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting.
19. The Chairman shall report at the forthcoming regular Board meeting any key decisions made and shall table before the Board an index of meetings and issues discussed.
20. This terms of reference has been prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.