

ACCEL GROUP HOLDINGS LIMITED

高陸集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

(the “Company”, together with its subsidiaries, the “Group”)

Terms of reference of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company

1. Constitution

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 18 September 2019.

2. Membership and quorum

2.1 The Committee 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 shall be independent non-executive directors of the Company. A quorum shall be two members.

2.2 The chairman of the Committee shall either be the chairman of the Board or an independent non-executive director of the Company and appointed by the Board.

3. Authority and duties

3.1 The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations.

3.2 The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Company should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

3.3 The duties of the Committee shall be:

- (a) to develop, review and implement, as appropriate, the nomination policy for the Board’s consideration and approval; and to make disclosure of such policy or summary of such policy in the Corporate Governance Report of the Company annually;

- (b) to review the structure, size, composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy;
- (c) to identify individuals suitably qualified to become members of the Board and make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to receive nominations from shareholders or directors of the Company when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;
- (e) to assess the independence of the independent non-executive directors of the Company and review the independent non-executive directors' annual confirmations on their independence, and make disclosure of its review results in the corporate governance report of the Company;
- (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 of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:
 - the process used by identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;
 - if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes such individual would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that such individual can bring to the Board; and
 - how such individual contributes to diversity of the Board;
- (g) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors, in particular the chairman of the Board and the chief executive of the Group;
- (h) regularly review the contribution required from a director to perform his/her responsibilities to the Group, and whether he/she is spending sufficient time performing them;

- (i) to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management of the Group;
- (j) review the board diversity policy periodically and make disclosure of the policy or a summary of the policy in the corporate governance report annually; and
- (k) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

4. Consultation

4.1 The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

5. Secretary

5.1 The secretary of the Company (or his/her delegate) shall be the secretary of the Committee.

6. Meetings

6.1 The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet not less than once a year.

6.2 The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

7. Reporting Procedures

7.1 Minutes of each Committee's meeting should be kept by the secretary of the Committee and should be open for inspection at any reasonable time on reasonable notice by any director. Draft and final versions of minutes of the Committee's meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.

7.2 The Committee should report to the Board on a regular basis. 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 findings and recommendations of the Committee.

8. Minutes and records

- 8.1 Full minutes of each of the meetings of the Committee and all written resolutions of the Committee should be kept by the secretary of the Committee and shall be open for inspection at any reasonable time on reasonable notice by any director.
- 8.2 The secretary of the Committee shall send the draft and final versions of minutes of the meeting of the Committee or, as the case may be, written resolutions of the Committee to all members of the Committee for their comment and records respectively within a reasonable time after the meeting or before the passing of the written resolutions.
- 8.3 The secretary of the Committee shall keep record of all meetings of the Committee held during each financial year of the Company and records of individual attendance of members of the Committee, on a named basis, at meetings held during that financial year.

9. Continuing application of the articles of association of the Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (including the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules or if adopted by the Company, the Company’s own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

NOTE: This document has been translated into Chinese. In case of discrepancies between the English version and Chinese version, the English version shall prevail.