



ASIA ORIENT HOLDINGS LIMITED

滙漢控股有限公司*

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code : 214)

Terms of Reference of the Nomination Committee

Adopted by the Board of Directors of the Company (the “Board”) on 23rd December 2021

Membership

1. The Nomination Committee (the “Committee”) shall be appointed by the Board and a majority of Committee’s members should be independent non-executive directors. A quorum shall be two members.
2. The Chairman of the Committee shall be either the Chairman of the Board or an independent non-executive director appointed by the Board.

Attendance at Meetings

3. Attendees shall normally include Committee’s members. Directors, executives and other individuals may be invited to attend all or part of any meeting as and when appropriate.
4. The Company Secretary (the “Secretary”) shall be the secretary of the Committee. The Secretary or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Frequency of Meetings

5. Meetings shall be held not less than once a year. Any member of the Committee can convene a meeting from time to time.

Notice of Meetings

6. Notice of meetings shall be given to all members of the Committee at least 3 days before the meeting.

Authority

7. The Committee is authorised by the Board to conduct any activity within its 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.

8. The Committee is authorised by the Board, at the Company's expense, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

9. 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 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 review the director nomination policy of the Company periodically and make recommendation on any proposed revisions to the Board; and
 - (f) to perform any other duties and functions as required from time to time.

Reporting Procedures

10. The Secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

Hong Kong, 23rd December 2021

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

** for identification purpose only*