



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 243)

NOMINATION COMMITTEE TERMS OF REFERENCE

Approved and adopted on 23 January 2006

(Revised on 23 October 2006, 7 March 2012, 17 September 2013 and 4 January 2019)

A. Principle

Members of the Nomination Committee shall be appointed by the board of directors (the “Board”) of QPL International Holdings Limited (the “Company”) to assist the Board in discharging its oversight responsibilities. The Nomination Committee will oversee the nomination of directors to the Board to ensure that all such nominations are fair and transparent.

B. Membership

1. The Nomination Committee shall consist of at least three (3) members, a majority of whom are independent non-executive directors of the Company.
2. The Chairman of the Nomination Committee shall be the chairman of the Board or an independent non-executive director and elected by its members.
3. Members will be subject to re-election as a Board member by shareholders at the general meeting of the Company.
4. The company secretary of the Company or such other person nominated by the Board shall act as the secretary of the Nomination Committee.

C. Frequency and Proceedings of Meetings

1. The Nomination Committee shall meet at such times as the Nomination Committee may determine appropriate to discharge its responsibilities, but at least once a year.
2. A quorum of any meeting of the Nomination Committee will be two (2) members.

3. Only Nomination Committee members have the right to attend Nomination Committee meetings. The Nomination Committee however may invite such other persons to its meetings, as it deems necessary.
4. The secretary of the Nomination Committee shall circulate the draft agenda and accompanying papers regarding the Nomination Committee meetings to all members in a timely manner, so far as practicable, at least three (3) days in advance of each meeting for their comments.
5. The secretary of the Nomination Committee shall circulate the draft and final versions of minutes of the meetings to all committee members for their comment and records within a reasonable time after the meeting.
6. The secretary of the Nomination Committee shall keep full minutes of the Nomination Committee meetings.
7. In the absence of the secretary, a member of the Nomination Committee shall act as the secretary.

D. Duties

1. To review the structure, size and composition (including but not limited to gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. 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. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against objective criteria, with due regard to the benefits of diversity on the Board;
3. To review the Board Diversity Policy and the measurable objectives that the Board has set for implementing the Board Diversity Policy, and monitor the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
4. To assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time;
5. 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; and

6. 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.

E. Authority

The Board hereby delegates the Nomination Committee such powers and authorities as it shall reasonably require to perform its duties and without prejudice to the foregoing:

- To undertake interviews with prospective candidates;
- To make recommendations to the Board revising its terms of reference from time to time; and
- The Company should provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

F. Reporting Procedures

The Nomination Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

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