



Leoch International Technology Limited **理士國際技術有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 842)

Leoch International Technology Limited (“Company”)

Terms of Reference for Nomination Committee

Constitution

1. The board of directors of the Company (the “**Board**”) has established a committee known as the nomination committee (the “**Committee**”).

Membership

2. The members of 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, with at least one member of a different gender.
3. The chairperson of the Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive director. In his absence, members present may elect any member to chair a Committee meeting.

Attendance at meetings

4. The company secretary of the Company or his delegate or such other person appointed by the chairperson of the Committee shall be the secretary of the Committee (the “**Committee Secretary**”).

Frequency and procedures of meetings

5. Meetings shall be held as and when required or as requested by the director of the Company. The members of the Committee 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.

Authority

6. The Committee is authorized by the Board to deal with any activity within its terms of reference. It is authorized 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.
7. The Committee is authorized by the Board 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 at the Company's expenses.

Duties

8. The duties of the Committee shall be:
 - (a) to review the structure, size and composition (including gender, age, cultural and educational background, length of service, skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and to 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, with due regard for the benefits of diversity on the Board. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria and have the time and ability to contribute to the Board;

- (c) to assess the independence of the independent non-executive directors and any proposed independent non-executive directors, review the annual confirmation of independence provided by independent non-executive directors under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and approve the disclosure of the result in the Company’s Corporate Governance Report;
- (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, taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future having due regard to the directors’ performance and ability to contribute to the Board, together with the Board, as appropriate;
- (e) to support the Company’s regular evaluation of the Board’s performance;
- (f) to review and assess regularly each director’s time commitment and contribution to the Board as well as the director’s ability to discharge his or her responsibilities effectively;
- (g) to review on an annual basis the implementation and effectiveness of the Board diversity policy including the measurable objectives that the Board has set and the progress on achieving the objectives, and to ensure that a summary of such policy and the review results is disclosed in the Corporate Governance Report as required under the Listing Rules;
- (h) to review the policy for the nomination of directors which includes the nomination procedures and process and criteria to identify, select and recommend candidates for directorship, and to ensure that a summary of such policy is disclosed in the Corporate Governance Report as required under the Listing Rules;
- (i) where the Board proposes a resolution to elect an individual as an independent non- executive director at the general meeting, to ensure it is set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the directors of the Company believe he/she should be elected and the reason why they consider him/her to be independent;

- (j) to make available the terms of reference, explaining the role of the Committee and the authority delegated to it by the Board, by including the terms of reference on the websites of The Stock Exchange of Hong Kong Limited and the Company; and
- (k) to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Listing Rules or applicable laws.

Other Procedures

9. The chairperson of the Committee, in consultation with the Committee Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The chairperson of the Committee, with the assistance of the Committee Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting. The Committee 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 Committee 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. The chairperson of the Committee shall report at the forthcoming regular board meeting any key decisions made by the Committee and shall table before the Board an index of meetings and issues discussed.
10. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the Listing Rules.