



Hong Kong Education (Int'l) Investments Limited

香港教育(國際)投資集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 1082)

("Company")

Terms of Reference of the Nomination Committee

1. Constitution

The board ("**Board**") of directors ("**Director(s)**") of the Company has established a nomination committee ("**Nomination Committee**").

2. Objectives

The major functions of the Nomination Committee are to assist the Board to identify suitable individuals qualified to become Directors, assess the independence of independent non-executive Directors, propose appointment or re-appointment of Directors and their succession planning, review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

3. Membership

3.1 The Nomination Committee shall be appointed by the Board from time to time and shall consist of not less than three Directors, a majority of which shall be independent non-executive Directors who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). The Board shall appoint one member of the Nomination Committee (who shall be the chairman of the Board or an independent non-executive Director) as the chairman of the Nomination Committee ("**Chairman**"). The quorum of a meeting of the Nomination Committee should be two members.

3.2 The term of the Nomination Committee shall be the same as that of the Board. The appointment can be renewed.

4. Meetings

The Nomination Committee shall meet at least annually or more frequently if circumstances require. The meeting may be held by a telephone conference or other means of telecommunications. The Nomination Committee may replace the meeting with written proposals, and adopt resolutions in writing without a physical meeting. The written resolution takes effect when the meeting materials are delivered to all committee members and approved unanimously by all committee members.

5. Notice of Meetings

5.1 Meetings of the Nomination Committee shall be called by its Chairman or at the request of the Board.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Nomination Committee and any other attendees not less than three working days prior to the date of the meeting.

6. Attendance at meetings

6.1 The Chairman shall preside at all meetings of the Nomination Committee. In the absence of the Chairman, the remaining members present shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive Director) to chair the meeting. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

6.2 A committee member can authorise another committee member to attend on his or her behalf by written proxy, which shall state the scope of authorisation.

6.3 The Nomination Committee may request any director, any member of senior management or any other individual to attend its meetings.

6.4 The company secretary of the Company or his/her nominee shall be the secretary of the Nomination Committee.

7. Authority

The Nomination Committee is authorised by the Board to obtain external independent

professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria on appointing and setting the terms of engagement for any external consultant whom Nomination Committee may engage from time to time.

8. Duties

The Nomination Committee shall have the following duties:

- (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 it considers necessary 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 with regard to the requirements under the Listing Rules and where the Board proposes a resolution to elect an individual as an independent non-executive Director at a 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 following information:
 - (i) 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;
 - (ii) why the Board believes the individual would still be able to devote sufficient time to the Board if the proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board;

- (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 and update the board diversity policy of the Company (“**Board Diversity Policy**”) from time to time pursuant to the requirements of the Listing Rules, and to review the measurable objectives set for implementing the Board Diversity Policy and the progress on achieving the objectives; and
- (f) to review and update the policy for the nomination of Directors.

9. Reporting Procedures

- 9.1 Minutes of the Nomination Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any director.
- 9.2 Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised or dissenting views expressed by the Directors and the Nomination Committee members.
- 9.3 Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 9.4 Without prejudice to the generality of the duties of the Nomination Committee set out in these terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

10. Annual General Meeting

The Chairman, or in his/her absence, another member of the Nomination Committee, or failing this his/her duly appointed delegate shall attend the annual general meeting of the Company and be prepared to respond to any shareholder's questions on the Nomination Committee's activities.

11. Terms available

The Nomination Committee shall make available these terms of reference by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company, thereby explaining its roles and the authority delegated to it by the Board.

12. Validity and Amendment

12.1 These terms of reference shall take effect upon the adoption by the Board's resolution.

12.2 Any amendment or termination of these terms of reference is subject to the Board's resolution.

Note: In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.

(Updated on 28 December 2018)