



**Travel Expert (Asia) Enterprises Limited**  
**專業旅運（亞洲）企業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1235)**

**(the “Company”)**

**NOMINATION COMMITTEE – TERMS OF REFERENCE**

**1. Membership**

- 1.1 The Nomination Committee shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company.
- 1.2 The majority of the members (the “**Members**”) of the Nomination Committee shall be independent non-executive Directors (the “**INEDs**”).
- 1.3 The Nomination Committee shall consist of not less than three Members.
- 1.4 The Chairman of the Nomination Committee shall be the chairman of the Board or an INED appointed by the Board.

**2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

**3. Meetings**

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
- 3.3 The quorum of the Nomination Committee shall be any two Members.

- 3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

#### **4. Attendance and Voting at Meetings**

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meetings.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

#### **6. Duties and Powers**

- 6.1 The Nomination Committee shall have the following duties and powers:
  - (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually , assist the Board in maintaining a Board skills matrix or when necessary and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) reviewing the Board diversity policy (the “**Board Diversity Policy**”) and the measurable objective for implementing the Board Diversity Policy from time to time adopted by the Board and reviewing and monitoring the progress on achieving these objectives;
- (c) developing and reviewing, as appropriate, the policy for the nomination of Directors (“**Nomination Policy**”) and to disclose the summary of the Nomination Policy in the corporate governance report of the Company annually; the Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;
- (d) identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy and Nomination Policy;
- (e) assessing the independence of INEDs with reference to the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- (f) making 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, having due regard to the Board Diversity Policy and Nomination Policy;
- (g) developing and recommending to the Board measurable objectives for furthering the Board Diversity Policy;
- (h) reviewing and accessing each Director’s time commitment and contribution to the Board, as well as the Director’s ability to discharge his or her responsibilities effectively, taking into account the factors as required by the Listing Rules;
- (i) supporting the Company’s regular evaluation of the Board’s performance;
- (j) identifying and nominating candidates to fill casual vacancies of the Directors for the Board’s approval, having due regard to the Board Diversity Policy and Nomination Policy;
- (k) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- (l) doing any such things to enable the Nomination Committee to perform its functions conferred on it by the Board.

6.2 Where the Board proposes a resolution to elect an individual as an INED 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:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected, the reasons why it considers the individual to be independent;
- (b) if the proposed INED will be holding his or her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity of the Board.

## **7. Reporting**

The Nomination Committee shall report to the Board on their decisions or recommendations (unless there are legal or regulatory restrictions to do so) after each meeting.

## **8. Authority**

- 8.1 The Nomination Committee is authorized by the Board to seek any remuneration related information it requires from senior management of the Company in order to perform its duties;
- 8.2 The Nomination Committee is authorized by the Board where necessary to seek independent professional advice, at the Company's expenses, to perform its responsibilities<sup>Note</sup>.
- 8.3 The Company shall provide the Nomination Committee sufficient resources to perform its duties.

## **9. Publication of the Terms of Reference**

The Nomination Committee shall make available this terms of reference explaining its role and the authority delegated to it by the Board by including them on the website of the Stock Exchange and the website of the Company.

### Note:

Arrangement to seek professional advice could be made through Company Secretary.

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