



**比亞迪電子(國際)有限公司**  
**BYD ELECTRONIC (INTERNATIONAL) COMPANY LIMITED**

*(incorporated in Hong Kong under the Companies Ordinance with limited liability)*

**(Stock code: 285)**

**(the “Company”)**

## **Terms of Reference of the Nomination Committee**

*(Revised on 27 March 2019)*

### *Constitution*

1. The Board has resolved the establishment of the Nomination Committee (the “Committee”) on 29 November 2007.

### *Membership*

2. All members of the Committee shall be appointed by the board of the directors of the Company (the “Board”) and can be removed by the Board at its sole discretion. The Committee shall comprise a minimum of three Directors.
3. The majority of the members of the Committee (the “Members”) shall be Independent Non-executive Directors (the “INEDs”).
4. The Chairman of the Committee shall be an INED or the chairman of the Board.
5. The Board shall from time to time vary the composition of the Committee as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time, or other codes, rules and regulations as may be prescribed by the applicable authority from time to time.

### *Secretary*

6. The Company Secretary shall be the secretary of the Committee.

### *Authority*

7. Where necessary, the Committee is authorized to obtain external independent professional advice, at the Company’s expense, to perform its responsibilities.
8. The Committee shall be provided with sufficient resources to perform its duties.

### *Duties*

9. The Committee shall

- (a) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, ensure that sufficient biographical details of nominated candidates shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;
- (b) review the performance, structure, size, composition and diversity of the Board, considering *inter alia* the gender, age, cultural background, educational background, professional experience, skills, knowledge, length of service, and the breadth of expertise of the Board as a whole at least annually, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy ;
- (c) develop and maintain a policy for the nomination of board members which includes the nomination procedures and process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and review periodically and disclose in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- (d) assess the independence of INEDs;
- (e) 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 Officer.; and
- (f) to review the Board Diversity Policy as appropriate and to review periodically the measurable objectives under the Board Diversity Policy and the progress of the attainment of the objectives, so as to ensure effective implementation; and disclose the policy on diversity or a summary of the policy in the Company's Corporate Governance Report.

### *Committee Meetings*

#### Frequency

10. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of Directors will be considered. Additional meetings should be held if the Committee so requests. The Chairman of the Committee may convene additional meeting at his discretion.

#### Resolutions

11. Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, or through other electronic means of communication, e.g. by telephone or by video conference, etc.

## Minutes

12. The secretary of the Committee should keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings of the Committee should be sent to all Members for their comment and records respectively, in both cases within a reasonable time after the meeting.

### *Publication of the Terms of Reference*

13. The terms of reference will be posted on the websites of the Stock Exchange of Hong Kong Limited and the Company, explaining the role and the authority delegated to it by the Board.

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