



TITAN INVO TECHNOLOGY LIMITED
(the “Company”)
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of not less than three Directors (at least a majority of whom should be Independent Non-executive Directors) appointed by the Company’s board of directors (the **“Board”**) from time to time, in accordance with the Rules Governing the Listing of Securities in The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**).
2. The Board shall designate one of the Independent Non-executive Directors in the Committee or the chairman of the Board as the Committee’s Chairman.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings of the Committee at his discretion.
6. The quorum of a meeting of the Committee shall be two Committee members.

Duties, powers and functions

7. The Committee shall –
 - (a) formulate nomination policy for the Board’s consideration and implement the policy(ies) on nomination and diversity of board members as approved by the Board. With regard to this issue, factors to be taken into account by the Committee shall include, but not limited to, gender, age, cultural and educational background, professional experience and business models and specific needs of the Company; and
 - (b) without prejudice to the generality of the foregoing:

- (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) consider the selection criteria of the candidates for Directors, and develop procedures for the sourcing and selection of candidates to stand for election by the Company's shareholders (the "**Shareholders**");
 - (iii) identify and nominate candidates to the Board, for it to recommend to Shareholders for election. Sufficient biographical details of the nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
 - (iv) consider the skills mix required of the candidates for Directors, and make recommendations to the Board;
 - (v) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
 - (vi) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report;
 - (vii) regularly review the time required by a Director to perform his responsibilities;
 - (viii) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors, and the succession planning for Directors, in particular the Chairman and the Chief Executive, as well as the senior management;
 - (ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (x) conform to any requirements, directions, and regulations that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
8. In carrying out the responsibilities, the Committee should give adequate consideration to the principles as set out under paragraphs A.3 and A.4 of Appendix 14 (Corporate Governance Code and Corporate Governance Report) of the Listing Rules.
 9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice at the Company's expense.
 10. The Chairman of the Committee should attend, or in his/her absence, another member of the Committee or failing this his/her duly appointed delegate, should attend the annual general meeting to answer the questions from shareholders according to the invitation from the chairman of the Board.

Reporting Procedures

11. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

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Last update in August 2017