

These terms of reference are prepared in English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.

Pantronics Holdings Limited

桐成控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

(the “Company”)

Nomination and Corporate Governance Committee

Terms of Reference

1. Organisation

The board (the “**Board**”) of directors (the “**Directors**”) of the Company established a Nomination and Corporate Governance Committee of the Board on 25 September 2017 (the “**Committee**”) in place of the Nomination Committee previously established on 27 October 2016.

2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board, and advise the Board in relation to corporate governance matters. The Committee is accountable to the Board.

3. Composition

3.1. The Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Committee (the “**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2. The majority of the Members shall be independent non-executive Directors.

3.3. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Powers

The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its scope of powers.

6. Duties

The duties of the Committee are as follows:

- 6.1.** 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 to complement the Company's corporate strategy;
- 6.2.** develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment;
- 6.3.** develop the Company's Board diversity policy (the "**Board Diversity Policy**") in the member selection process, which include but not limited to the following factors: gender, age, culture, perspectives, educational background, and previous experience;
- 6.4.** identify individuals who are suitably qualified to become a member of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy, the requirements in the Company's memorandum and articles of association, the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;

- 6.5.** review the Board Diversity Policy and the process on achieving the objectives set for implementing the Board Diversity Policy;
- 6.6.** assess the independence of independent non-executive Directors;
- 6.7.** where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should assist the Board to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- 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;
 - if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - the perspectives, skills and experience that the individual can bring to the Board; and
 - how the individual contributes to diversity of the Board.
- 6.8.** 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;
- 6.9.** develop and review the policies and practices on corporate governance of the Company and its subsidiaries (collectively, the “**Group**”) and make recommendations to the Board;
- 6.10.** review and monitor the training and continuous professional development of Directors and members of the senior management;
- 6.11.** review and monitor the Group’s policies and practices on compliance with legal and regulatory requirements;

- 6.12.** develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- 6.13.** review the Company's compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and disclosure in the corporate governance report of the Company; and
- 6.14.** conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

7. Meetings of the Committee

7.1. Number of meetings

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meetings could be convened.

7.2. Notice of meetings

Unless waived by all Members by notice, the secretary to the Committee shall give seven days' prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

7.3. Quorum

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

7.4. Conducting the meetings

Meetings could be convened by attending in person, by telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements by which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

7.5. Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

7.6. Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings. If required, the Committee could seek independent professional advice, the fees of which should be paid by the Company.

7.7. Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

8. Report

The chairman of the Committee or another Member who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

9. Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Company's website and the Stock Exchange's website.

10. Interpretation

Interpretation of these terms of reference shall be vested on the Board.

(Adopted by the Company pursuant to the Board's resolutions passed on 4 January 2019)