



LC Group Holdings Limited
良斯集團控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

Nomination Committee’s terms of reference

The board of directors (the “**Board**”) of the Company will establish a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), a summary of its constitution and particular duties are set out below:-

1. Membership

1.1 The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and the Nomination Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

1.2 The chairman of the Nomination Committee shall be appointed by the Board. The chairman of the Nomination Committee must be the chairman of the Board or an independent non-executive director.

2. Secretary of Nomination Committee

The company secretary of the Company shall be the secretary of the Nomination Committee.

3. Attendance at meetings

A quorum shall be two members. Other board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.

4. Frequency of meetings

The Nomination Committee members may call any meetings at any time when necessary. Meetings of the Nomination Committee shall be held at least once a year.

5. Authority

- 5.1 The Nomination Committee is authorized by the Board to seek any necessary information which is within the Nomination Committee's scope of duties from the employees.
- 5.2 The Nomination Committee is authorized by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

6. Duties

The duties of the Nomination Committee shall include, but shall not be limited to the following:

- 6.1 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 to complement the Company's corporate strategy;
- 6.2 to monitor the implementation of Board diversity policy (the "Policy"); to review the Policy, as appropriate, to ensure the effectiveness of the Policy; to discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
- 6.3 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;
- 6.4 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;
- 6.5 to assess the independence of independent non-executive directors; and
- 6.6 where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

7. Reporting responsibilities

- 7.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities.
- 7.2 The Nomination Committee should make available these terms of reference by including them on the Stock Exchange's website and the Company's website.

8. Authority

- 8.1 The Nomination Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management of the Company in order to discharge its duties.
- 8.2 The Nomination Committee is authorized by the Board when necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the company secretary.

- 8.3 The Company should provide the Nomination Committee sufficient resources to perform its duties.

“Senior management” refers to the same category of persons as referred to in the Company's annual report. It is the responsibility of the directors of the Company to determine which individual or individuals constitute senior management. Senior management may include directors of subsidiaries, heads of divisions, departments or other operating units within the group as, in the opinion of the directors, is appropriate.