

# **Vietnam Manufacturing and Export Processing (Holdings) Limited**

*(Incorporated in the Cayman Islands with limited liability)*  
(the “Company”)

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY**

### **1 CONSTITUTION**

1.1 The board of directors of the Company (the “**Board**”, and each director of the Board, a “**Director**”) hereby resolves to establish a Committee of the Board to be known as Nomination Committee (the “**Committee**”).

### **2 MEMBERSHIP**

- 2.1 The Committee shall consist of at least three directors appointed by the Board from time to time, the majority of whom shall be independent non-executive directors.
- 2.2 The Board shall appoint one member of the Committee as the chairman of the Committee (the “**Chairman**”), who is either the chairman of the Board or an independent non-executive director.
- 2.3 Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

### **3 SECRETARY**

- 3.1 The company secretary of the Company or his/her appointed delegate or any other person appointed by the Committee shall be the secretary of the Committee.
- 3.2 The secretary of the Committee must ensure that full minutes are kept of all meetings.

### **4 MEETINGS**

- 4.1 Unless otherwise specified hereunder, the provisions contained in the Company’s articles of association (the “**Articles**”) (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
- 4.2 Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

- 4.3 The Committee shall meet at least once annually, or more frequently if circumstances require.
- 4.4 The Chairman shall be responsible for leading the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 4.5 A meeting of the Committee may be convened by any of its members.
- 4.6 A quorum of the meeting of the Committee shall be two members.
- 4.7 Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days' notice.
- 4.8 The agenda and related documents of a regular meeting shall be delivered to all members of the Committee in a timely manner and at least three days before the date of the meeting (or such other time as the members may agree), and the above arrangement shall be adopted by all of the other meetings as practicable as possible. Notice of the Committee meetings shall be deemed to be duly given to a member if it is given to him/her personally, by word of mouth or given to him/her in writing sent to his/her last known address or any other address given by him/her to the Company or by electronic means by transmitting it to any email address supplied by the member to the Company for this purpose.
- 4.9 Each member shall have one vote. Subject to the Articles, questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- 4.10 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), a resolution in writing signed by all the members of the Committee (or their respective alternate) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

## **5 AUTHORITY**

- 5.1 The Committee is authorized by the Board to act within its terms of reference. It is authorized to seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorized by the Board to obtain outside legal or other independent professional advice as it considers necessary to assist with the affairs of the Committee at the Company's expense but subject to prior discussion with the Board on the relevant costs, and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 5.3 The Committee shall be provided with sufficient resources to perform its duties.

## **6 RESPONSIBILITIES AND DUTIES**

The duties of the Committee include the following:

- 6.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 to 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;
- 6.3 to assess the independence of independent non-executive directors;
  - 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 of the Board and the chief executive officer of the Company;
  - 6.5 to review the Board's diversity policy on an annual basis; and make disclosure of its review results in the Corporate Governance Report annually; and
  - 6.6 where the Board proposes a resolution to elect an individual as a director at the general meeting, set out in the circular to shareholders and in the case of an appointment of an independent non-executive director, an explanatory statement accompanying the notice of the relevant general meeting:
    - (a) why they believe he/she should be elected and the reasons why they consider him/her to be independent;
    - (b) 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;
    - (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.
  - 6.7 to consider other matters, as determined or assigned by the Board from time to time or otherwise required by the Listing Rules from time to time.

## **7 ANNUAL GENERAL MEETING**

- 7.1 The chairman or in their absence, another member of the Committee or failing this, their duly appointed delegate, shall attend the annual general meeting (the "AGM") of the Company and be prepared to respond to questions at the AGM on the Committee's work and responsibilities.

## **8 GENERAL**

- 8.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements, including those under the Listing Rules.
- 8.2 The Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.vmeph.com](http://www.vmeph.com)).