BEIJINGWEST INDUSTRIES INTERNATIONAL LIMITED

NOMINATION COMMITTEE

TERMS OF REFERENCE

(As adopted on 27 January 2014 and revised on 11 December 2018)

Constitution

1. The nomination committee (the "Committee") is a committee of the board of directors (the "Board").

Membership

2. The Committee members shall be appointed by the Board from amongst the directors of the Company (the "Directors") and a majority of the Committee members should be independent non-executive Directors.

3. The Chairman of the Committee shall be the chairman of the Board or an independent non-executive Director and shall be appointed by the Board from time to time.

4. A Committee member may, by notice in writing signed by him/her delivered to the principal office of the Company in Hong Kong or at a meeting of the Committee, appoint another director to act as his/her alternate in his/her place during his/her absence. An alternate Committee member shall be entitled to attend and vote as a Committee member at any such meeting and to perform all the functions of his/her appointor. If one shall attend any such meeting as an alternate for more than 1 Committee member, his/her voting rights shall be cumulative.

Secretary of Committee

5. The company secretary shall be the secretary of the Committee.

Convening of meetings

6. The Committee members may, and on request of a Committee member the secretary shall, call any meetings.

Attendance at meetings

7. A quorum shall be 3 Committee members.

8. Other Directors, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

9. The Committee member may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other simultaneously.

Frequency of meetings

10. Meetings shall be held not less than once a year.

Voting

11. A resolution shall be passed by a simple majority of votes.

12. A resolution in writing signed by all Committee members except such as are absent from Hong Kong shall (so long as they constitute a quorum) be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution in writing may consist of several documents in same form each signed by one or more of the Committee members.

Authorities

13. The Committee is authorized by the Board to seek any necessary information which is within the Committee's scope of duties from the employees.

14. The Committee is authorized by the Board to obtain outside independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

15. The duties of the Committee shall be:

    (a) 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;

    (b) 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;

    (c) to assess the independence of independent non-executive Directors;

    (d) 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;

    (e) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and

(f) to review the Nomination Policy, including to review the nomination procedures and the process and criteria to select and recommend candidates for directorship, as appropriate.

Reporting

16. Full minutes of Committee meetings should be kept by the secretary of the Committee. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

17. The Committee shall report to the Board on a regular basis and at least once each year to the Board with respect to its decisions and/or recommendations. The Committee may report its decisions and/or recommendations by way of reports or minutes.

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