

Aurum Pacific (China) Group Limited

奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8148)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Membership

- a. The Nomination Committee shall be appointed by the board (the “Board”) of directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”).
- b. The majority of the members ("Members") of the Nomination Committee must be independent non-executive Directors (“INEDs”).
- c. The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

2. Secretary

- a. The company secretary of the Company shall be the secretary of the Nomination Committee (the "Secretary").
- b. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

3. Meetings

- a. The Nomination Committee shall meet at least once a year.
- b. Notice of any meetings has to be given within a reasonable time prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is less than 14 days.
- c. The quorum of the Nomination Committee shall be any two Members.
- d. Meetings could be held in person, by telephone or by video conference. Members 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.
- e. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

- f. A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- g. Minutes shall be kept by the Secretary. Draft and final versions of minutes shall be sent to all Members for their comment and records respectively, within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.

4. Attendance at Meetings

- a. At the invitation of the Nomination Committee, other members of the Board or any other persons may attend all or part of any meetings.
- b. Only Members of the Nomination Committee are entitled to vote at the meetings.

5. Responsibility, Powers and Discretion

The Nomination Committee shall have the following responsibilities, powers and discretion:

- a. review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and with due regard to the board diversity policy of the Company (the "Board Diversity Policy");
- b. review the Board Diversity Policy, as appropriate; and make disclosure of its review results in the Company's corporate governance report annually.
- c. review the nomination policy (the "Nomination Policy") of the Board as appropriate, and recommend any changes for the Board's approval;
- d. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board Diversity Policy and the Nomination Policy;
- e. assess the independence of independent non-executive directors; and
- f. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman (if any) and the chief executive.

6. Reporting Responsibilities

The Nomination Committee shall report to the Board after each meeting.

7. Authority

The Nomination Committee shall be provided with sufficient resources to perform its duties.

8. Publication of the Terms of Reference

The terms of reference will be posted on the website of the Company and the website of the GEM.

Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.