



## **IGG INC**

*(incorporated in the Cayman Islands with limited liability)*

**(the “Company”)**

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### **Terms of reference of the Nomination Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company**

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*(as adopted by the Board on 9 March 2015)*

#### **1. Constitution**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 16 September 2013, and its responsibilities include providing recommendation to the Board on the Board composition and its members.

#### **2. Membership**

2.1 Members of the Committee (the “**Members**”, and each a “**Member**”) shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.

2.2 The Board shall appoint a Member as the chairman of the Committee (the “**Chairman**”) who must be the chairman of the Board or an independent non-executive director of the Company.

2.3 The appointment of the Members may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

2.4 The secretary of the Company shall act as the secretary of the Committee.

2.5 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time.

### **3. Frequency and proceedings of the meetings**

- 3.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The quorum of the Committee meeting shall be two Members.
- 3.4 Unless otherwise agreed by all the Members, a meeting shall be convened by at least 7 days' notice. The Committee meeting papers should be circulated to all of the Members three days before the date of meeting by hand, by post or in electronic form.
- 3.5 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each Member can hear and be heard by all the other Members throughout the meeting and such participation shall constitute presence for purposes of the quorum as set out in Paragraph 3.2.
- 3.6 A Member or the secretary of the Company may at any time summon a Committee meeting.
- 3.7 Notice shall be given to each Member orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Member or in such other manner as the Members may from time to time determine.
- 3.8 Any notice given orally shall be followed by confirmation in writing provided by the relevant Member before the meeting.
- 3.9 Other Board members shall also have the right of attendance.

### **4. Written resolutions**

- 4.1 Resolutions may be passed by all of the Members in writing or by email in lieu of convening a Committee meeting. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

## **5. Alternate Committee members**

5.1 Except for the situations as specified in clause 7.1.6 below, Members may not appoint any alternate.

## **6. Authorities of the Committee**

6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in these terms of reference.

6.2 The Company should provide the Committee with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its duties.

## **7. Duties**

7.1 The Committee shall –

7.1.1 review the structure, size, composition and diversity (including without limitation, gender, age, cultural and education 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 corporate strategy of the Company;

7.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

7.1.3 assess the independence of independent non-executive directors of the Company; and

7.1.4 make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

7.1.5 review the board diversity policy; to develop and review measurable objectives for the implementing the board diversity policy and to monitor the progress on achieving these objectives; and

7.1.6 attend annual general meetings of the Company, and be available to answer questions at such annual general meetings (Note: the Chairman shall attend annual general meetings of the Company; and in the Chairman's absence, another member or failing this, the Chairman's duly appointed delegate, shall attend).

## **8. Reporting procedures**

8.1 The secretary of the Company shall circulate the draft minutes of the meetings of the Committee to all the directors for their comment within a reasonable time after the meeting is held. Final Minutes and reports of the meetings and all written resolutions of the Committee shall be sent to all the directors for their records within a reasonable time after the meetings.

8.2 The Chairman shall report to the Board on regular basis and present the findings, decisions and the recommendation of the Committee to the Board at the next Board meeting, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

8.3 Full minutes of the meetings of the Committee and written resolutions of the Committee (which should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed) shall be kept by the secretary of the Company and shall be open for inspection at any reasonable time on reasonable notice by any director of the Company.

## **9. Continuing application of the articles of association of the Company**

9.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

## **10. Powers of the Board**

10.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 “Corporate Governance Code and Corporate Governance Report”), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

## **11. Language**

If there is any inconsistency between the English and Chinese terms of reference, English version shall prevail.

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