

**ROMA GROUP LIMITED**  
(a company with limited liability incorporated the Cayman Islands)  
(於開曼群島註冊成立的有限責任公司)

**NOMINATION COMMITTEE**  
提名委員會

**TERMS OF REFERENCE**  
職權範圍

**Foreword**  
前言

Pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the board of directors (the “**Board**”) of Roma Group Limited (the “**Company**”) has adopted terms of reference of the nomination committee of the Company (the “**Committee**”) in accordance with such code.

依據「香港聯合交易所有限公司創業板證券上市規則」（「創業板上市規則」），ROMA GROUP LIMITED（「本公司」）的董事會（「董事會」）採納了提名委員會（「委員會」）符合創業板上市規則的職權範圍。

**Membership**  
成員

1. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive directors. The majority of the Committee members must be the independent non-executive directors of the Company (“**INEDs**”).

委員會須由至少三名成員組成（「成員」），並須由董事會從本公司的非執行董事當中委任。委員會的絕大部分成員須為本公司獨立非執行董事（「獨立非執行董事」）。

The initial members of the Committee are Mr. NG Simon, Mr. CHAN Ka Kit, Mr. LAM Pak Cheong and Mr. LUK Kee Yan Kelvin.

委員會首批成員是伍世榮先生、陳家傑先生、林栢昌先生及陸紀仁先生。

2. The chairman of the Committee shall be appointed by the Board.  
委員會主席須由董事會委任。

Mr. NG Simon shall be the first chairman.  
伍世榮先生應為首任主席。

3. The company secretary of the Company or his/her delegate shall be the secretary of the Committee.  
本公司的公司秘書或其代表須擔任委員會秘書。

**Attendance at meetings**  
出席會議

4. A quorum shall be two Members, one of whom shall be the chairman of the

Committee. Other Board members, apart from the Committee members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.

會議法定人數應為兩名成員，其中一名必須為委員會主席。其他非委員會成員的董事會成員，須要得到委員會主席的允許才有權參加委員會的任何會議，但其不得被計入法定人數。

### **Frequency of meetings**

會議次數

5. The Committee members may call any meetings at any time when necessary or desirable.  
每當需要或合宜時委員會成員可召開任何會議。

### **Authority**

授權

6. The Committee is authorised by the Board to seek any necessary information from the employees of the group which is within the Committee's scope of duties.  
董事會授權委員會在其職權範圍內向本公司及其附屬公司的僱員尋求所需的任何資料。
7. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.  
委員會獲董事會授權獲取獨立的專業意見，以及在每當需要或合宜時，邀請具有相關經驗或專業知識的外界人士參加會議。

### **Duties**

職責

8. The duties of the Committee shall include, but not be limited to the following:  
委員會的職責包括但不限於下列內容：
  - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes;  
至少每年檢討董事會的架構，規模及組成（包括技能，知識及經驗），並就任何為配合發行人的公司策略而擬對董事會作出的變動提出建議；
  - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;  
物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
  - (c) to assess the independence of INEDs of the Company; and  
評核獨立非執行董事的獨立性；及
  - (d) to make recommendations to the Board on relevant matters relating to the

appointment or re-appointment of directors of the Company and succession planning for directors in particular the chairman and the chief executive officer of the Company.

就董事委任或重新委任以及董事（尤其是主席及首席執行官）繼任計畫向董事會提出建議。

9. Where the Board proposes a resolution to elect an individual as an INED of the Company at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

當董事會在股東週年大會上提出選舉某人為本公司獨立非執行董事的決議時，委員會應在交給股東的通知中或會議通知所附的解釋性陳述中，說明該人應當選的原因及其應被認為具有獨立性的原因。

### **Reporting Procedures**

匯報程式

10. The secretary of the Committee or his/her representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

秘書或其代表須向董事會全體成員傳閱委員會會議記錄及報告。

11. The Committee shall report to the Board of its findings, decisions and recommendations.

委員會須向董事會報告其調查結果，決議及建議。

12. Reports to the Board and minutes of the Committee should be approved by the Committee before submitting to the Board.

董事會報告及委員會會議記錄於提呈董事會前須經委員會批准。

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