



JBB BUILDERS INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1903)

TERMS OF REFERENCE – NOMINATION COMMITTEE

The board of directors (the “**Board**”) of JBB Builders International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has established a committee of the Board to be known as the Nomination Committee (the “**Nomination Committee**”) with its constitution and particular duties set out below:

1. Membership

- 1.1 Members of the Nomination Committee should be appointed by the Board.
- 1.2 The Board shall appoint the chairman of the Nomination Committee. The chairman must be the chairman of the Board or an independent non-executive director of the Company.
- 1.3 The majority of Nomination Committee members shall be independent non-executive directors of the Company.
- 1.4 The Company should appoint at least one director of a different gender to the Nomination Committee.

2. Company secretary

- 2.1 The company secretary of the Company shall be the secretary of the Nomination Committee.
- 2.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

3. Meetings

- 3.1 Meeting shall be held at least once per year. The Nomination Committee members may also call any meetings at any time when necessary or desirable.
- 3.2 Upon invitation by the Nomination Committee, the chairman of the Board and/or the general manager or the chief executive, external consultant and other Board members may attend all or any of the meetings.

- 3.3 Unless otherwise agreed or waived, notice of each meeting confirming the venue, time and date shall be sent to each member of the Nomination Committee, and to any other person required to attend in relation to all regular meetings of the Nomination Committee, at least 5 days before the date of the meeting; and in relation to continued meetings held within 5 days, no prior notice is required. Notwithstanding the notification period, attendance of the member of the Nomination Committee at the meeting would deem to be treated as the waiver of the required notification requirement.
- 3.4 The quorum of the Nomination Committee meeting shall be three members, two of whom must be independent non-executive director.
- 3.5 The members of the Nomination Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.6 Resolutions of the Nomination Committee at any meetings shall be passed with a simple majority of votes. In the case of an equality of votes, the chairman of the Nomination Committee shall have the casting vote.
- 3.7 Resolutions signed by all members of the Nomination Committee will be treated valid and effective as if it is passed in the meeting duly convened and held by the Nomination Committee.
- 3.8 Minutes of the Nomination Committee meetings shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee and/or any director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting. Once all minutes have been finalised, the secretary of the Nomination Committee shall circulate the minutes and reports of the Nomination Committee to all members of the Board.
- 3.9 The chairman of the Nomination Committee shall attend the annual general meetings of the Company and be prepared to respond to any shareholder questions on the Nomination Committee's activities. If the chairman of the Nomination Committee is unable to attend, a member of the Nomination Committee shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Nomination Committee's activities.

4. Authority

- 4.1 The Nomination Committee is authorised by the Board when necessary to seek any information it requires from senior management of the Company in order to perform its duties and responsibilities.
- 4.2 The Nomination Committee is authorised by the Board when necessary to seek independent professional advice, at the Company's expense, to perform its duties and responsibilities.
- 4.3 The Nomination Committee shall have access to sufficient resources in order to perform its duties and responsibilities.

5. Duties and responsibilities

The duties and responsibilities of the Nomination Committee shall include, but shall not be limited to the following:

- 5.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 to establish and review the policies and procedures on how to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of individuals nominated for directorships. It is encouraged to select from a broad range of candidates who are outside the Board's circle of contacts, and in accordance with the Company's diversity policy;
- 5.3 to assist the Board in establishing the diversity policy (which should include measurable objectives that the Company has set for implementing the diversity policy, and progress for achieving those objectives and disclose the policy or summary of it) in the corporate governance report;
- 5.4 to establish and review the policies and procedures on the selection, appointment and reappointment of directors, which shall at all times consider the potential contributions one could bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- 5.5 to assess the independence of independent non-executive directors;
- 5.6 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;

- 5.7 to support the Company's regular evaluation of the Board's performance; and
- 5.8 to ensure that where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the following matters shall be set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
- (i) the process used for identifying the individual;
 - (ii) the reason(s) for the Board to believe that the individual should be elected;
 - (iii) the reason(s) for the Board to consider the individual to be independent;
 - (iv) the reason for the Board to believe the individual would be able to devote sufficient time to the Board if the individual will be holding their seventh (or more) listed company directorship;
 - (v) the perspectives, skills and experience that the individual could bring to the Board; and
 - (vi) how the individual contributes to the diversity of the Board.

6. Reporting responsibilities

- 6.1 After each meeting, the Nomination Committee shall report formally to the Board on all matters within its duties and responsibilities within a reasonable time.
- 6.2 The Nomination Committee should make available these terms of reference by including them on The Stock Exchange of Hong Kong Limited's website and the Company's official website.