

TIL Enviro Limited
達力環保有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1790)

(the “Company”)

Nomination Committee

Terms of Reference

1. Organization

The board (“**Board**”) of directors (“**Directors**”) of the Company has resolved to set up a nomination committee of the Board (“**Committee**”).

2. Objective

The main objective of the Committee is to regularly review the structure of the Board and make recommendations to the Board regarding any proposed change to the structure of the Board. The Committee is accountable to the Board.

3. Composition

3.1 The Committee shall comprise three Directors who are appointed or removed by the Board. If any member of the Committee (“**Member**”) ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.

3.2 The majority of the Members shall be independent non-executive Directors.

3.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

4. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the secretary to the Company.

5. Powers

The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its scope of powers.

6. Duties

The duties of the Committee are as follows:

- 6.1 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;
- 6.2 review the Company's board diversity policy (the "**Board Diversity Policy**"), as appropriate, to ensure its effectiveness; develop and recommend to the Board measurable objectives for achieving diversity and review the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving these objectives;
- 6.3 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships with reference to the Board Diversity Policy;
- 6.4 assess the independence of independent non-executive Directors;
- 6.5 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;
- 6.6 conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law;
- 6.7 where the Board proposes a resolution to elect an individual as an independent non-executive Director 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 of the Company why they believe the individual should be elected and the reasons why they consider the individual to be independent, having regard to the requirements under the Listing Rules;
- 6.8 review annually the time commitment required of Directors and to evaluate whether Directors have committed adequate time to discharge their responsibilities;
- 6.9 review and implement, as appropriate, the nomination policy setting out the criteria and procedures for the selection and nomination of candidates for appointment or re-appointment as Directors.

7. Meetings of the Committee

7.1 Number of meeting

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meeting could be convened.

7.2 Notice of meeting

Unless waived by all Members on notice, the secretary to the Committee shall give seven days prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

7.3 Quorum

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

7.4 Conducting the meetings

Meetings could be convened by attending in person, by telephone or video conference. Members could attend the meetings through telephone conference or similar arrangements which Members could communicate to each other. With consent by all Members, resolutions of the Committee could be passed by written resolutions.

7.5 Resolutions

Any resolution shall be passed by the majority votes of the Members who attend the meetings.

7.6 Invitations

The Committee could invite any executive Director(s), external advisers or other individuals to attend the meetings but such executive Director(s), advisers or individuals are not entitled to vote at the meetings. If required, the Committee could seek independent professional advice, the fees of which should be paid by the Company.

7.7 Minutes of the meetings

Full minutes of meetings should be kept by the secretary to the Committee. Minutes shall record matters considered and decisions reached by the Members in details, including any doubt or disagreement raised by the Members. Draft and final versions of the minutes of the meetings should be sent to all Members for their comment and records, within a reasonable time after the meetings.

8. Report

Chairman of the Committee or other Member who is authorized by the Chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

9. Availability and update of the terms of reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Company's website and the Stock Exchange's website.

10. Interpretation

Interpretation of these terms of reference shall belong to the Board.

(Adopted by the Company pursuant to the Board's resolutions passed on 4 October 2018 and revised on 21 February 2019)