



Future Bright Mining Holdings Limited

高鵬礦業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2212)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. The board of directors (the “**Board**”) of Future Bright Mining Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board known as the remuneration committee (the “**Committee**”) at a meeting held on 8 December 2014.

Membership and Quorum

2. 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 Members must be the independent non-executive directors of the Company (“**INEDs**”). The initial Members are Mr. Lau Tai Chim, Mr. Sin Ka King and Mr. Chow Hiu Tung.
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the 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.
4. The chairman of the Committee shall be appointed by the Board.

Mr. Lau Tai Chim shall be the first chairman.

Secretary

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

Frequency of meetings

6. The Members may call any meetings at any time when necessary or desirable.

Authority

7. The Committee is authorised by the Board to seek any necessary information from the employees of the Company and its subsidiaries which is within the Committee’s scope of duties.
8. 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.

Duties

9. The duties of the Committee shall include, but not be limited to the following:
 - (a) to review the performance of the Board and ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
 - (b) to assist the Board in succession planning for the Board and senior management;
 - (c) 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. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve Board diversity;
 - (d) to draw up, review and update, as appropriate, the diversity policy for the Board’s approval having due regard to the requirements of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), review and update the objectives that the Board has set for implementing such policy;

- (e) to develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria include but not limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) 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;
- (g) to assess the independence of INEDs;
- (h) 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 and senior management of the Company, in particular the chairman and the chief executive officer of the Company, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Company and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) to keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Company to function effectively and compete in the market;
- (j) to evaluate the needs for, and monitor the training and development of, directors; and
- (k) to develop the procedures for the performance evaluation of the Board committees:
 - (i) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;
 - (ii) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable; and
 - (iii) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/or any Board committees and make recommendations for any changes.

10. Where the Board proposes a resolution to elect an individual as an INED 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:
- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board.

Reporting Procedures

11. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
12. The Committee shall report to the Board of its findings, decisions and recommendations.

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(Adopted by the Company pursuant to the Board’s resolutions passed on 15 February 2019)

Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.