



LEYOU TECHNOLOGIES HOLDINGS LIMITED

樂遊科技控股有限公司

(formerly known as SUMPO FOOD HOLDINGS LIMITED

森寶食品控股有限公司)

(incorporated in the Cayman Islands with limited liability)

(the "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Effective on 1 January 2019

(Revised and approved by the written resolutions of the board of directors on 4 February 2019)

A. Constitution

Pursuant to the resolution passed on 28 August 2013 by the board (the "**Board**") of directors of the Company (the "**Directors**"), the Nomination Committee is a committee of the Board.

B. Nomination Committee

1 Membership

- 1.1 Members of the Nomination Committee ("**Members**", each a "**Member**") shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members, with the majority being independent non-executive Directors.
- 1.2 The chairman of the Nomination Committee (the "**Chairman**") shall be the chairman of the Board or an independent non-executive Director appointed by the Board.
- 1.3 The secretary of the Nomination Committee (the "**Secretary**") shall be appointed by the Board.
- 1.4 The appointment of the Members and the Secretary may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

2 Proceedings of the Nomination Committee

2.1 Notice

- 2.1.1 Unless otherwise agreed by all Members, a meeting of the Nomination Committee (the "**Meeting**") shall be called by at least two (2) working days' notice.
- 2.1.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary of the Nomination Committee shall, at any time summon a Meeting. Notice shall be given to each member of the Nomination Committee orally in person or in writing. Any notice given orally shall be confirmed in writing.
- 2.1.3 Notice of Meeting shall state the time and place of the Meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the Members for the purposes of the Meeting.

2.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members.

2.3 Attendance of Meetings by non-members

Other members of the Board, apart from the Members, shall have the right to attend any Meetings, but shall not be counted in the quorum of the relevant Meetings.

2.4 Frequency of Meetings

Meetings shall be held at least once every year. The Members may call any Meeting at any time when necessary.

2.5 Voting

Resolutions of the Nomination Committee at any Meeting shall be passed by a majority of votes of the Members present. In the event of equal votes, the Chairman shall have the right of second vote or casting vote.

2.6 Others

Meetings could be held in person, by telephone or by video conference.

3 Written resolutions

Resolutions may be passed by all Members in writing.

4 Alternate members

No Member shall appoint any alternate to attend the meeting or perform his duties thereat.

5 Authority

The Nomination Committee may exercise the following powers:

- 5.1 to evaluate and assess the optimal composition of the Board in relation to Board recruitment, taking into account the Company's agreed strategies and objectives;
- 5.2 to determine the policy for the nomination of Directors;
- 5.3 to delegate its authority and duties to sub-committees, or individual Members, as it deems appropriate.

6 Duties

6.1 The duties of the Nomination Committee shall include, without limitation, the following:

- 6.1.1 review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background,

- professional experience, the skills, knowledge, experience and length of service) of the Board at least annually and make recommendation to the Board regarding any proposed changes to complement the Company's corporate strategy;
- 6.1.2 with due regard for the benefits of diversity on the Board, identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.1.3 develop and maintain a policy for the nomination of Board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and review periodically and disclose in the corporate governance report annually and the progress made towards achieving the objectives set in the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy;
- 6.1.4 develop and maintain a policy concerning diversity of board members and ensure its effectiveness and review the measurable objectives that the Board set for implementing the board diversity policy of the Company (the "**Board Diversity Policy**"), and the progress on achieving the objectives; and disclose the Board Diversity Policy or a summary of the same in the corporate governance report annually;
- 6.1.5 assess the independence of independent non-executive Directors;
- 6.1.6 make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman of the Board 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;
- 6.1.7 where the Board proposes a resolution to elect an individual as an independence of 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:
- the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why the Committee considers the individual to be independent;
 - if the proposed independence of independent non-executive

Directors will be holding their seventh (or more) listed company directorship, the reason why the Board believes the individual would still be able to devote sufficient time to the Board;

- the perspectives, skills and experience that the individual can bring to the Board; and
- and how the individual contributes to the diversity of the Board;

6.1.8 regularly review the time required from a Director to perform his responsibilities;

6.1.9 review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and to make disclosure of its review results in the Corporate Governance Report annually;

6.1.10 hold Meetings when there are Board appointments to be considered or to consider the performance of the Board.

6.1.11 do any such thing to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and

6.1.12 conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

6.2 The Nomination Committee shall ensure that the new Director's contribution to the Board will be valuable.

6.3 The Nomination Committee shall be provided with sufficient resources to perform its duties, including the resources for seeking independent professional advice, at the Company's expense, to perform its responsibilities.

6.4 The Nomination Committee shall review annually the time commitment required of directors and to evaluate whether directors have committed adequate time to discharge their responsibilities.

7 Reporting procedures

7.1 The Secretary shall circulate the draft and final minutes of the Meetings and all written resolutions of the Nomination Committee to all Members.

7.2 The Secretary shall maintain as part of the Company's corporate records all approved minutes of the Meetings and reports.

8 Annual general meetings of the Company

The Chairman or any other Members who are invited by the chairman of the Board (as appropriate) shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders of the Company on the Nomination Committee's activities and responsibilities.