

CPM Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1932)
(the “**Company**”)

**TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
ADOPTED BY THE BOARD ON 9 JUNE 2017**

1 Membership

- (a) The nomination committee (hereinafter referred to as the “**Committee**”) shall comprise a majority of independent non-executive directors (the “**INED(s)**”) of the Company. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be a member of the Committee appointed by the Board (the “**Board**”) of Directors (the “**Director(s)**”) of the Company.
- (c) The Committee should be chaired by the chairman of the Board or an INED.

2 Secretary

The secretary of the Committee shall be the secretary of the Company.

3 Quorum

The quorum of a meeting of the Committee shall be two members of the Committee.

4 Frequency of meetings

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee upon instruction of the chairman of the Committee.

5 Attendance at Meetings

- (a) At all times, the chairman of the Board shall be notified in advance of all meetings of the Committee.
- (b) Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

6 Committee's resolutions

A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

7 Authorities

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure the attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.
- (c) The authority of the Committee should be provided upon request from the shareholders of the Company and the role of the Committee should be explained in the corporate governance report in the annual report of the Company.
- (d) The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expenses, to perform its responsibilities.
- (e) Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

8 Duties

The duties of the Committee shall be:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of the INEDs of the Company;
- (d) 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;

- (e) to establish a policy (the “**Policy**”) concerning diversity of the Board, to review the Policy, as appropriate, and to make disclosure of the Policy or a summary of the Policy and/or the review results in the corporate governance report annually;
- (f) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (g) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- (h) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

9 Reporting procedures

- (a) The Committee shall report its findings, recommendations and decisions to the Board; and
- (b) Minutes of meetings of the Committee should be kept by the secretary of the Committee. Draft and final versions of the minutes of the Committee meetings shall be sent to all Committee members for their comment and record respectively.

10 Availability and update of the terms of reference

- (a) 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; and
- (b) These terms of reference or its updated and revised versions should be published on the website of the Company and the website of The Stock Exchange of Hong Kong Limited.

(The translation into Chinese language of this document is for reference only. In case of an inconsistency, the English version shall prevail.)