

*(revised and effective on 25 February 2020)*



**TERMS OF REFERENCE  
OF  
NOMINATION COMMITTEE**

**1. MEMBERSHIP**

- 1.1 The Nomination Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of CST Group Limited (the “**Company**”).
- 1.2 The Committee shall have a minimum of two members (the “**Members**”).
- 1.3 The majority of the Committee Members must be independent non-executive directors of the Company.
- 1.4 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 of the Company.

**2. MEETINGS**

- 2.1 The Committee shall meet at least once a year and otherwise as required.
- 2.2 The quorum for a meeting shall be two Members.
- 2.3 The Member nominated by the Board or the Company Secretary of the Company shall be the secretary of the Committee (the “**Secretary**”).

**3. AUTHORITY**

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 expense, to perform its responsibilities.

#### **4. DUTIES**

The duties of the Committee shall be:-

- (a) to 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;
- (b) to identify individuals suitably qualified to become Board Members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors; and
- (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.

#### **5. MINUTES OF MEETINGS**

- 5.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance;
- 5.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly; and
- 5.3 The Secretary shall circulate the minutes of Committee meetings to all Members of the Committee within a reasonable time after each meeting and, once agreed, to all Members of the Board to enable the Board to be informed of the progress of the work performed by the Committee and their findings during the period under review.