



**巨濤海洋石油服務有限公司**

**Jutal Offshore Oil Services Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 03303)**

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

The board of directors ( the “ Board ” ) of Jutal Offshore Oil Services Limited (the “ Company ” ) established a board committee named nomination committee (the “Committee” ), The terms are as follows:

### **1 Membership**

- 1.1 The Committee should comprise a minimum of three members, appointed by the Board from the directors from time to time and a majority of the members should be independent non-executive directors.
- 1.2 The Committee should be chaired by the chairman of the Board or an independent non-executive director.
- 1.3 The company secretary or a person designated by the Committee from time to time shall act as the secretary of the Committee.

### **2 Meeting and Proceeding of the Committee**

- 2.1 The Committee meeting should be held at least once every year.
- 2.2 The quorum of a Committee meeting shall be two members.
- 2.3 All of the provisions relating to proceeding of the Board meeting in the Articles of Association of the Company are deemed to have been made necessary adjustments and be applicable to the Committee meeting.

### **3 Powers**

- 3.1 The Committee has been granted the power to make investigation by the Board within its terms of reference. The Committee may collect required information from the staff of the Company and its subsidiaries (collectively the “Group”), and the staff should meet the requirements.

- 3.2 The Committee could seek legal and other independent professional advice and invite those with relevant experience and expertise to attend the Committee meeting where necessary.
- 3.3 The Committee should be provided with sufficient resources to discharge its duties.

#### **4 Duties**

- 4.1 The duties of the Committee include but are not limited to the followings:
- (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 proposed independent non-executive directors, if applicable, their sufficiency of time to be devoted to the Company, if necessary, with reference to the requirements of the “Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd.”;
  - (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) review and adopt the Board’s policy on diversity of the Board, as appropriate, and review the measurable objectives that the Board has set for implementing such policy, and the progress on achieving the objectives;
  - (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board; and
  - (g) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
    - aa. the process used for identifying the individual and why the Board believes the individual why they believe he/she should be elected and the reasons why it considers the individual to be independent;

- bb. if the proposed independent non-executive director 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;
  - cc. the perspectives, skills and experience that the individual can bring to the Board; and
  - dd. how the individual contributes to diversity of the Board; and
- (h) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

4.2 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the website of Hongkong Exchange and the Company's website.

## **5 Reporting Procedure**

**5.1** The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

January 2019