



ANTA Sports Products Limited

安踏體育用品有限公司

Nomination Committee Terms of Reference

Effective date of these terms of reference: Amended by the Board on 30 August 2013

Definition:

Group	means ANTA Sports Products Limited and its subsidiaries
Company	means ANTA Sports Products Limited
Board	means the board of directors of the Company
Committee	means the nomination committee of the Company

1 Constitution and functions

- 1.1 The Board of the Company constitutes and establishes the Committee with authority, responsibility and specific duties as described below.
- 1.2 The Committee shall recommend suitable candidates to the Board for directorship, after considering the independence and competence of the nominees, to ensure that all nominations are fair and transparent.

2 Composition and membership

- 2.1 The Committee shall be appointed by the Board. It shall consist of at least three (3) members and a majority of independent non-executive directors. The term of appointment of the Committee shall be determined by the Board.
- 2.2 The Board shall appoint the Committee's chairman (the "**Chairman**") from the members of the Committee, who must be an independent non-executive director or the chairman of the Board. In the absence of the Chairman or his designated nominee, other members of the Committee present at the meeting shall elect one of them to chair the meeting.

Effective date: 30 August 2013

3 Secretary

- 3.1 The secretary of the Committee (the “**Secretary**”) shall be the company secretary of the Company. The company secretary may designate any other person as the Secretary with the consent of the Committee.
- 3.2 The Secretary shall attend the Committee meetings and draft the minutes and be responsible for all administrative matters of the Committee.

4 Frequency and proceedings of meeting

- 4.1 The Committee shall meet as least once (1) per year. Additional meetings shall be held as the work of the Committee or circumstances require.
- 4.2 The Committee meeting shall be convened by one (1) member of the Committee or the Secretary as authorised by the Committee.
- 4.3 Unless otherwise required, the notice of the meeting confirming the venue, time and date together with an agenda to be discussed thereat shall be given to each member of the Committee and other persons invited to attend the meeting not less than three (3) days before the meeting. Other supporting documents relating to the meeting shall be given at the same time to the members of the Committee and other persons invited to attend the meeting.
- 4.4 A quorum necessary for the transaction of any business by the Committee shall be two (2) members of the Committee. A duly convened Committee meeting at which a quorum is present shall be competent to exercise all or any of the authorities vested in the Committee.
- 4.5 Only members of the Committee are entitled to attend Committee meetings. Other executives of the Group may be invited to attend all or part of any meeting, as and when appropriate and necessary.
- 4.6 Meetings may be held by telephone, electronic or other means of communication that all attendants at the meeting can communicate with each other simultaneously and instantaneously.

5 Minutes

- 5.1 The Secretary shall keep record of all conclusions and resolutions passed at all Committee meetings, including the names and signatures of the attendants.
- 5.2 Full minutes of the Committee meetings shall be kept by the Secretary.
- 5.3 The Secretary shall send the draft and final version of the minutes to all members of the Committee for their comment and records within a reasonable time after the meeting is held. Once agreed, minutes of the Committee meetings shall be circulated to all other members of the Board, unless there is a conflict of interest.

6 Duties

The duties of the Committee shall include:

- 6.1 to identify and nominate individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships when it is necessary to increase the number of directors or to fill the Board vacancy, and the assessment criteria is whether the candidate is able to assist the Board in effective performance of the responsibilities. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- 6.2 to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, 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;
- 6.3 to review the Board Diversity Policy (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 make disclosure of its review results annually in the Corporate Governance Report;
- 6.4 taking into account the Company's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future, to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Group;
- 6.5 to assess the independence of independent non-executive directors and to review the independent non-executive directors' annual confirmations on their independence;
- 6.6 to report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so);
- 6.7 to prepare a summary of its work during the year for inclusion in the Company's Corporate Governance Report (including a report on the nomination policies, procedures, process and criteria adopted by the Committee to select and recommend candidates for directorships during the year); and
- 6.8 where necessary, to seek independent professional advice to perform its responsibilities.

7 Authority

- 7.1 The Committee is authorised by the Board to investigate any activity within its duties and responsibilities under these terms of reference, and to collect any information it may require from any employee, director, agent or adviser and all of them are directed to co-operate with any request made by the Committee.
- 7.2 The Committee shall be provided by the Company with sufficient resources to perform its duties. The Committee is authorised by the Board to seek, at the Company's expense, independent professional advice where necessary.
- 7.3 The Committee may invite external advisers with relevant experience and expertise to participate and attend Committee meetings as and when necessary, and it shall review and approve the advisory fees and other terms of engagement of the external advisers.
- 7.4 The Committee has authority to request candidate to attend interviews and conduct background investigation.

8 Reporting Responsibilities

- 8.1 The Chairman shall duly report to the Board on the discussions and conclusions of each meeting on all matters within its duties and responsibilities after each meeting is held. The minutes of the Committee meetings and their reports shall be circulated to all members of the Board.
- 8.2 The Committee shall make recommendations to the Board on areas where improvement is required as it thinks fit.

9 General

- 9.1 The Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited's website and the Company's website.
- 9.2 The Chairman (in his absence, another member of the Committee) shall make himself available to attend the annual general meetings of the Company to answer questions thereat.