

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE (“COMMITTEE”)**

Membership

1. The members of the Committee shall be appointed by the board of directors of the Company (“Board”) and shall consist of not less than three members, and a majority of independent non-executive directors. A quorum shall be two members.
2. The chairman of the Committee shall be an independent non-executive director or the chairman of the Board.
3. The term of each Committee member shall be the same as his/her term as a director. Subject to the articles of association and the applicable laws and regulations, any member of the Committee may be re-appointed by the Board and continue to act as a member of the Committee upon the expiry of his/her term of appointment relating thereof.
4. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

Attendance and proceedings at meetings

5. The chairman of the Board and/or the chief executive may be invited to attend the meeting when necessary.
6. The company secretary of the Company shall be the secretary of the Committee.
7. Unless specified by these terms of reference, meetings and proceedings of the Committee shall be governed by the Company’s articles of association regulating the meetings and proceedings of the directors.

Frequency of meetings

8. Meetings shall be held at least once a year and whenever necessary.

Authority

9. The Committee should consult the chairman of the Board and/or the chief executive about any proposals on changes to the Board and seek independent professional advice, if necessary, to perform its duties.
10. The Committee shall be provided with sufficient resources to perform its duties.

* *For identification purpose only*

Duties

11. The duties of the Committee are:

- (a) to review the structure, size and composition at least annually (including the skills, knowledge, diversity and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and policies, as appropriate;
- (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 review the Company's Board Diversity Policy on a regular basis and recommend any proposed changes to the Board for approval;
- (e) 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.

Reporting procedures

- 12. The secretary of the Committee shall record, keep and circulate final versions of the minutes of meetings to the Board, and drafts and final versions of the minutes to the members of the Committee and make the full minutes available for inspection at any reasonable time on prior reasonable notice by any director.
- 13. The Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.
- 14. The Committee chairman, or in his/her absence, another member of the Committee, or failing which his/her duly appointed alternate shall attend the annual general meeting of the Company and be available to answer questions thereat on the Committee's activities and its responsibilities.