



GENVON GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2389)

Terms of reference (“TOR”) for the Nomination Committee updated on 8 October 2014.

Formation

The Nomination Committee (“Committee”) was formed according to the Board resolution of Genvon Group Limited (the “Company”) passed on 20 April, 2006 subject to the provisions contained in memorandum and articles of association of the company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Composition and Quorum

1. The Committee shall consist of at least four members (“Members”) which should be executive directors and independence non-executive directors appointed by the Company’s Board of directors (“Board”) from time to time and majority of the Committee member should be independent non-executive directors.
2. The company secretary will be the secretary of Committee.
3. The Committee shall hold at least 1 meeting in each financial year of the company. Additional meetings shall be held as the work of the Committee demands.
4. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
5. Seven days’ notice or such shorter notice as may be agreed by all Members will be given by the secretary specifying the place, date, time and agenda of the meeting.
6. The chairman of the Committee shall chair all the Committee meetings. If the chairman is absent, the Members present may choose one of their members to be the chairman of the meeting.
7. The quorum necessary for the transaction of the business of Committee shall be three.
8. Unless otherwise provided in these TOR, the meetings and proceedings are governed by the provisions contained in M&A for regulating meetings and proceedings of Directors.

9. Questions arising at any meeting shall be determined by a majority of votes. Chairman of the meeting has casting vote when the votes of the other members are equal on both sides.
10. No member shall vote on any recommendation on his/ her nomination.
11. The Chairman (or in his/ her absence, and alternative member) of the Committee shall attend the annual general meetings of the Company and be prepared to answer questions at the annual general meeting.
12. The secretary of the meeting shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and the minutes are open for inspection at any reasonable times and on reasonable notice by any member of the Board or the Committee.
13. Minutes of meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final version of minutes of meeting should be sent to all members for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
14. Where signatures from all members of the Committee are obtained, the Committee is entitled to pass written resolutions.

Duties, powers and functions

1. The Committee shall:
 - (a) Formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (b) Without prejudice to the generality of the foregoing:
 - (i) Review the structure, size and diversity (including but not limited to gender, age, cultural background and ethnicity, in addition to 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 implement the Company's corporate strategy;
 - (ii) Identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. In identifying suitable candidates, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity of the Board. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
 - (iii) Consider the skills mix needed in respect of Directors, and make recommendations to the Board, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;

- (iv) Identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
 - (v) Discuss and agree annually the relevant measurable objectives for achieving diversity on the Board and make recommendations to the Board for adoption;
 - (vi) Monitor the implementation of the Company's Board Diversity Policy and report to the Board on the achievement of the measurable objectives for achieving diversity under the Company's Board Diversity Policy;
 - (vii) Review the Company's Board Diversity Policy, as appropriate, and make recommendations on any required changes to the Board for consideration and approval;
 - (viii) Assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (ix) Regularly review the time required from a Director to perform his responsibilities;
 - (x) Make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;
 - (xi) Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (xii) Conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
2. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.
 3. The Committee is entitled to invite third parties, other members of the Board, senior management and staff of all functional departments to attend meetings of the Committee.
 4. Consider other topics, as requested by the Board.
 5. The interpretation right to this TOR shall be vested on the Board of the Company.