

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Sijia Group Company Limited

思嘉集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

Sijia Group Company Limited (“Company”) Terms of Reference for Nomination Committee (Revised on 30 August 2013)

CONSTITUTION

1. The board of directors of the Company (the “**Board**”) has established a committee known as the nomination committee (the “**Committee**”).

MEMBERSHIP

2. The members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.
3. The chairperson of the Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive director. In his absence, members present may elect any member to chair a Committee meeting.

ATTENDANCE AT MEETINGS

4. The company secretary of the Company or his delegate or such other person appointed by the chairperson of the Committee shall be the secretary of the Committee (the “**Committee Secretary**”).

FREQUENCY AND PROCEDURES OF MEETINGS

5. Meetings shall be held as and when required or as requested by the director of the Company. The members of the Committee may adopt from time to time the procedure governing the convening of the Committee meetings, the means and procedure for the passing of resolutions at meetings of the Committee.

AUTHORITY

6. The Committee is authorized by the Board to deal with any activity within its terms of reference. It is authorized by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
7. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary at the Company's expenses.

DUTIES

8. The duties of the Committee shall be:
 - (a) to review the structure, size, composition and diversity (including the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and to 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 on merits and against objective criteria, with due regard on the benefits of diversity on the Board;
 - (c) to assess the independence of the independent non-executive directors;
 - (d) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future; and
 - (e) review the diversity policy of the Board, as appropriate, and review any measureable objectives that the Board has set for implementing such policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report annually.

OTHER PROCEDURES

9. The chairperson of the Committee, in consultation with the Committee Secretary, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The chairperson of the Committee, with the assistance of the Committee Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting. The Committee Secretary shall record minutes of all duly constituted meetings of the Committee. All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views of any member. The Committee Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting. The chairperson of the Committee shall report at the forthcoming regular board meeting any key findings and recommendations of the Committee and shall table before the Board an index of meetings and issues discussed.
10. Unless otherwise defined, terms and expressions used herein shall have the same meanings as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.