



## GOME ELECTRICAL APPLIANCES HOLDING LIMITED

國美電器控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 493)

### **Terms of Reference for Nomination Committee**

*(Adopted at the Board Meeting held on 27 March 2012)*

The Nomination Committee (the “**Committee**”) is established by the board (the “**Board**”) of directors (the “**Directors**”) of GOME Electrical Appliances Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) primarily for the purpose of making recommendations to the Board on matters relating to the identification, assessment, appointment or re-appointment of Directors and senior management of the Company.

#### **Membership**

1. The members of the Committee shall be appointed by the Board, all of whom shall be Directors. The Committee shall consist of not less than three members, a majority of whom should be independent non-executive Directors. A quorum shall be two members.
2. The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

#### **Meetings**

3. The Committee shall hold a meeting at least once per year.
4. The company secretary shall be the secretary of the Committee and shall keep full minutes of Committee meetings. However, if the company secretary is not able to attend the meeting, he/she may appoint a person as his/her alternate to attend the meeting and perform his/her duties thereat.

#### **Authorities**

5. The Committee shall report its decisions and recommendations (if any) to the Board after each Committee meeting and shall submit to the Board the minutes of its meetings.
6. In carrying out its functions and duties, the Committee shall be entitled to seek any relevant information from the Directors and/or head of human resources function of the Company who shall accommodate to any request made by the Committee.

7. The Committee is authorised 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 necessary at the Company's expenses.

#### **Duties**

8. The duties of the Committee shall be:
  - 8.1 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;
  - 8.2 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;
  - 8.3 to assess the independence of independent non-executive directors, having regard to the requirements under the applicable laws, rules and regulations; and
  - 8.4 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 President;

#### **Others**

9. These terms of reference are prepared in English and Chinese. In case of any inconsistency between the English version and the Chinese version, the English version shall always prevail.
10. Any amendments to these terms of reference shall be reviewed by the Committee and approved by the Board.

*\* For identification purpose only*