

Nomination Committee

Role and Authority Delegated by the Board

(Adopted by the Board on 23th March 2012 and revised on 19th March 2014)

I. Function and Objectives

The Nomination Committee (the "Committee") is appointed by the Board of Directors of the Company (the "Board"). The Committee shall, having regard to the candidates' qualification and competence, make recommendations to the Board on appointment of Directors, so as to ensure that all nominations are fair and transparent.

II. Composition

The Committee must be formed by a majority of Independent Non-Executive Directors.

III. Membership

The Committee shall be appointed by the Board from amongst the Executive Directors and/or the Independent Non-Executive Directors.

The Committee shall consist of not less than three (3) members, the majority of which shall be Independent Non-Executive Directors.

Appointments to the Committee shall be co-terminus with the directorship of the relevant members (whether by retirement, rotation or otherwise).

The Board shall appoint the Committee Chairman, who shall either be the Chairman of the Board or an Independent Non-Executive Director. In the absence of the Committee Chairman and/or his appointed deputy, the remaining members present shall elect one (1) of themselves to chair the meeting.

The quorum necessary for the transaction of the business of the Committee shall be two (2). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and

discretions vested in or exercisable by the Committee.

IV. Authorities

The authority of the Committee is derived from the Board. Therefore, the Committee is obliged to report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions in doing so. The Committee is authorized by the Board to obtain independent professional advice if it considers necessary.

V. Duties

The Committee is responsible for the following (as may from time to time be varied or supplemented by the Board):

1. To review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational backgrounds, 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.
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.
3. To assess the independence of the Independent Non-Executive Directors.
4. To review the policy on Board diversity, and make recommendations to the Board on any proposed change to the policy; to review the measurable objectives (if any) that the Board has set for implementing the policy and the progress on achieving those objectives (if any); and to exercise such other powers and authorities, and to perform such other duties, as set out in the policy or delegated by the Board from time to time.
5. 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, and the Committee shall take into account the challenges and opportunities facing the Company and therefore, what skills, expertise and diversity are needed on the Board in the future. In identifying suitable candidates, the Committee shall:

- i.) use such method or methods to facilitate the search as it may deem appropriate;
 - ii.) consider candidates from a wide range of backgrounds; and
 - iii.) consider whether the candidates have enough time available to devote to the position.
6. To make recommendations to the Board on the membership of Board committees e.g. Audit Committee and Remuneration Committee, in consultation with the Chairman of the Board and the Chairman of such committees, as appropriate.
 7. To make recommendations to the Board on any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of any Executive Director as an employee of the Company subject to the law and their service contracts.
 8. To keep under review the leadership needs of the Company, both Executive and Non-Executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace.
 9. To review annually the time required from Non-Executive Directors and assess whether they have enough time to fulfill their duties.
 10. To ensure that on appointment to the Board, each Director receives a formal letter of appointment setting out clearly what is expected of him in terms of time commitment, committee service and involvement outside Board meetings.

VI. Frequency of Meetings

The Committee shall meet at least once a year and at such other times as any

member of the Committee shall require.

This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.