



TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(effective on 1st April, 2012)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (the “Committee”)

1 Constitution

- 1.1 The Committee was formed pursuant to the Board resolution of the Company passed on 22 July 2009.

2 Objectives

- 2.1 The formation of the Committee is to enhance the corporate governance of the Company and further optimize the composition and structure of the Board. The Committee shall, having regard to the qualification and competence of the candidates, make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

3 Membership

- 3.1 The Committee shall comprise not less than three members, a majority of which shall be Independent Non-executive Directors.
- 3.2 Members of the Committee shall be nominated by the Chairman of the Board of the Company and shall be appointed by the Board.
- 3.3 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.
- 3.4 The term of office of the members of the Committee shall be in congruence with the term of the Board and the members may be re-elected for appointment upon the expiry of the current term of office. During the term, any member ceases to hold office as a director will automatically lose the qualification as a member and the Board shall appoint replacement in accordance with article 3.2 above.

4 Quorum

- 4.1 The quorum of meetings of the Committee shall be two or more members present in person or by telephone conference or by some other means the Committee thinks fit. Each member shall have one vote and the resolutions made by the meeting must be approved by a majority of all members who attend the meeting.

5 Frequency and Proceedings of meetings

- 5.1 The Committee shall hold at least one meeting each year and the meeting shall be chaired by the chairman of the Committee. In the absence of the chairman of the Committee, the other members present shall elect one of them to chair the meeting.

- 5.2 The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.
- 5.3 Only members of the Committee have the right to attend the Committee meetings. However, any director, executive or other person(s) may be invited to attend the meetings when the Committee considers that their attendance can assist it to discharge its duties.

6 Powers

- 6.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

7 Duties

The Committee shall have the following duties:

- 7.1 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;
- 7.2 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;
- 7.3 To assess the independence of the independent non-executive directors of the Company;
- 7.4 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 officer;
- 7.5 To make recommendations to the Board on the membership of Board Committees, including Audit Committee, Remuneration Committee and Risk Management Committee;
- 7.6 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 an executive director as an employee of the Company subject to the law and their service contracts;
- 7.7 To ensure that on appointment to the Board, non-executive directors including independent non-executive directors receive a formal letter of appointment setting out clearly the terms of office and duties and powers etc.
- 7.8 To report to the Board on its decisions or recommendations made, unless there are legal or regulatory restrictions to do so.
- 7.9 To consider other topics as defined by the Board.