

ASR HOLDINGS LIMITED
瀚洋控股有限公司

NOMINATION COMMITTEE – TERMS OF REFERENCE

(revised and adopted on 30 August 2013)

1. Membership

1.1 The Nomination Committee shall be appointed by the Board of Directors (the “**Board**”).

1.2 The Nomination Committee is chaired by the chairman of the Board or an independent non-executive director and the majority of the members (the “**Members**”) of the Committee shall be independent non-executive directors of the Company.

2. Secretary

2.1 The Company Secretary shall be the secretary of the Nomination Committee.

2.2 Notwithstanding any other provisions in these terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

3. Meetings

3.1 The Nomination Committee shall meet at least once a year.

3.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held provided that if a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.

3.3 The quorum of the Nomination Committee shall be any two Members.

3.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.

- 3.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

4. Attendance and Voting at Meetings

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee), external advisers and other persons may attend all or part of any meetings.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

5. Annual General Meeting

- 5.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

6. Continuing application of the articles of association of the Company

- 6.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.

7. Duties and Powers

The Nomination Committee shall have the following duties and powers:

- 7.1 review the structure, size, composition and diversity (including, but not limited to, gender, age, cultural and educational background, ethnicity, 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 complement the issuer's corporate strategy;
- 7.2 identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of, individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee will consider candidates on merits and against objective criteria, with due regard for the benefits of diversity of the Board;
- 7.3 assess the independence of independent non-executive directors;
- 7.4 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; and
- 7.5 monitor the implementation of the Company's Board Diversity Policy, review it at least annually to ensure its effectiveness and make recommendations on any proposed changes thereto to the Board for consideration and approval.

8. Reporting

- 8.1 The Nomination Committee shall report to the Board after each meeting.

9. Authority

- 9.1 The Nomination Committee is authorized by the Board where necessary to have access to professional advice ^{Note}.
- 9.2 The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

10. Publication of the Terms of Reference

- 10.1 The Nomination Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and Company's website.

Note: Arrangement to seek professional advice could be made through Company Secretary.