



**NEW CENTURY GROUP HONG KONG LIMITED**

**新世紀集團香港有限公司 \***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 234)**

**NOMINATION COMMITTEE - TERMS OF REFERENCE**

**1. Constitution**

The board of directors (the “Board”) of New Century Group Hong Kong Limited (the “Company”) resolved to establish a committee of the Board known as the Nomination Committee (the “Committee”) on 19 March 2012.

**2. Membership**

- 2.1 Members of the Committee shall be appointed by the Board.
- 2.2 The members of the Committee shall not be less than two and the majority of the members of the Committee shall be independent non-executive directors.
- 2.3 The chairman of the Committee shall be appointed by the Board (who should be the chairman of the Board or an independent non-executive director).
- 2.4 The company secretary of the Company shall be the secretary of the Committee.

**3. Quorum**

The quorum necessary for the transaction of business of the Committee shall be two members of the Committee and one of them must be independent non-executive directors.

**4. Frequency of meetings**

The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands.

**5. Proceedings of meetings**

Unless otherwise specifically provided for in these terms of reference, all of the provisions of the Bye-laws of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceedings of the Committee.

*\* For identification purposes only*

## **6. Authority**

- 6.1 The Committee shall consult the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the selection of individuals nominated for directorship.
- 6.2 The Committee is authorised by the Board to seek any information it requires from any employee in order to perform its duties and all employees are directed to co-operate with any request made by the Committee.
- 6.3 The Committee is authorised by the Board where necessary to seek independent professional advice, at the Company's expense, to perform its responsibilities.
- 6.4 The Committee shall be provided with sufficient resources to perform its duties.

## **7. Duties**

The duties of the Committee shall be:

- 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 selection of individuals nominated for directorships;
- 7.3 to assess the independence of independent non-executive directors;
- 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; and
- 7.5 to review the board diversity policy of the Company, as appropriate; and review the measure objectives that the Board has set for implementing the policy, and progress on achieving those objectives; and to make disclosure of the results in the corporate governance report of the Company.

## **8. Reporting Procedures**

The secretary of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.