

TACK FIORI INTERNATIONAL GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)
(the “Company” which together with its subsidiaries, the “Group”)
Terms of reference (the “Regulations”) relating to
the nomination committee (“Nomination Committee”)
of the board of directors (“Board”) of the Company

The Nomination Committee

Constitution

1. The Nomination Committee is established pursuant to a resolution passed by the Board at a meeting held on 27 March 2012.

Membership

2. The members of the Nomination Committee shall be appointed by the Board, the majority of which shall be independent non-executive directors of the Company and it shall be chaired by the chairman of the Board or an independent non-executive director.
3. The Nomination Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.
4. The company secretary of the Company or his nominee shall act as the Nomination Committee’s Secretary.

Frequency of meetings

5. Meetings of the Nomination Committee shall be held not less than once a year.

Authorities and Duties

6. The Nomination Committee is authorised by the Board and its duties shall include the followings:-
 - (a) 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;

- (b) 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;
 - (c) to assess the independence of independent non-executive directors;
 - (d) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive;
 - (e) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board;
 - (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board; and
 - (g) Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.
7. The Board will ensure the Company to provide the Nomination Committee sufficient resources to discharge and perform its duties. Where necessary, the Nomination Committee shall be entitled to seek independent professional advice, at the Company's expense, to perform its responsibilities.

Reporting procedures

8. The secretary shall record minutes of all duly constituted meetings of the Nomination Committee. All minutes shall record in sufficient details the matters considered, discussions reached or recommendations made and any concerns raised by any members including dissenting views.