



# CHINA MANDARIN HOLDINGS LIMITED

中國東方實業集團有限公司\*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (THE “COMMITTEE”)**

Adoption Date: 20 March 2012

### **1. Membership**

- 1.1 The Committee shall consist of at least three directors of China Mandarin Holdings Limited (the “Company”) appointed by the board of directors (the “Board”) of the Company from time to time. The majority of the members of the Committee should be independent non-executive directors.
- 1.2 The Board shall nominate one of the members who shall be an independent non-executive director as the chairman (the “Chairman”) of the Committee.
- 1.3 The company secretary of the Company shall act as the secretary of the Committee (the “Secretary”).

### **2. Frequency and proceedings of meetings**

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The Chairman may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director. 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.
- 2.4 Meetings of the Committee shall be summoned by the Secretary at the request of any member thereof.
- 2.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee at least three working days prior to the date of the meeting.

\* *For identification purpose only*

- 2.6 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.7 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board.
- 2.8 The Committee shall report to the Board on its decisions and recommendations.

### **3. Authority**

- 3.1 The Committee is authorised by the Board to deal with all matters in relation to the appointment to the Board for such steps to be taken to comply with relevant requirements under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- 3.2 The Committee is authorised by the Board to seek any relevant information and all requisite resources (including without limitation, professional advice) from the Company or from external resources at the cost of the Company (provided that such cost is reasonable and properly incurred) and to do all such things as to enable the Committee to discharge its duties and responsibilities.

### **4. Duties, powers and functions**

The Committee shall:

- (a) 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) 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) assess the independence of independent non-executive directors and proposed independent non-executive directors, having regard to the Listing Rules;
- (d) 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;
- (e) ensure that the Chairman, or in the absence of the Chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company; and

- (f) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law.