



ARES ASIA LIMITED

(incorporated in Bermuda with limited liability)
(Stock code:645)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Membership

- 1.1. Members shall be appointed by the Board. The Nomination Committee shall be made up of at least three members (“Members”) and there should be an odd number of Members. The Chairman does not have a second or casting vote.
- 1.2. Majority of Members shall be independent non-executive Directors.
- 1.3. Only Members have the right to attend Nomination Committee meetings. Other individuals such as the chairman of the Board, other Directors and representative from the finance or human resources functions of the Group and professional advisers, may be invited to attend all or part of any meeting as and when appropriate.
- 1.4. The Board shall appoint the Chairman who shall be an independent non-executive Director or the chairman of the Board. In the absence of the Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members who is either the chairman of the Board or an independent non-executive Director to chair the meeting.

2. Secretary

- 2.1. The Company Secretary or her nominee shall act as the secretary of the Nomination Committee (the “Secretary”).
- 2.2. The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the Secretary.

3. Quorum, Attendance at Meetings and Resolutions

- 3.1. The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Nomination 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 Nomination Committee.
- 3.2. Members may participate in a meeting by means of a telephone or video conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 3.3. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.4. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

4. Frequency and Conduct of Meetings

- 4.1. The Nomination Committee shall meet at least once a year and otherwise as required.
- 4.2. The Chairman shall convene a meeting upon request by any Member.
- 4.3. An agenda and accompanying papers should be sent in full to all Members in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by the majority of its Members).

5. Minutes of Meetings

- 5.1. The Secretary shall keep all minutes of all the proceedings and resolutions of all meetings of the Nomination Committee, including recording the names of those present and in attendance. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by each Member and participant of any meeting of the Nomination Committee Directors, members or dissenting views expressed.

- 5.2. Full minutes of the Nomination Committee's meetings shall be kept by the Secretary, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director or Member.
- 5.3. Draft and final versions of minutes of such meetings should be sent to all Members for their comments and records respectively, in both cases within a reasonable time after such meetings.

6. Annual General Meeting

- 6.1. The Chairman should, as far as practicable, attend the annual general meeting and make himself available to respond to any Shareholder's questions on the Nomination Committee's activities. In the absence of the Chairman, another Member or failing that a duly appointed delegate of such Chairman or Member should attend the AGM.

7. Responsibility, Powers and Discretion

The Nomination Committee shall have the following responsibilities, powers and discretion:

- 7.1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually to make recommendations to the Board regarding any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2. to 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;
- 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 of the Board and the chief executive (as defined in the Listing Rules);

- 7.5. to formulate and review the Board Diversity Policy, as appropriate; and the progress on achieving the objectives set for implementation the Board Diversity Policy; and make discourse of its review results in the Corporate Governance Report;
- 7.6. to conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Listing Rules or applicable laws; and
- 7.7. to exercise such other powers, authorities and discretions, and perform such other duties, as may be delegated by the Board from time to time;

8. Reporting Responsibilities

- 8.1. Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms, the Nomination Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 8.2. The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its Terms where action or improvement is needed.

9. Authority

- 9.1. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, at the Company's expense.
- 9.2. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.
- 9.3. The Nomination Committee shall be provided with sufficient resources to discharge its duties.

10 Terms available

- 10.1 The Nomination Committee shall make available these Terms on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.aresasiatd.com and irasia.com at www.irasia.com/listco/hk/aresasia, thereby explaining its role and the authority delegated to it by the Board.

Definitions

For the purposes of these terms of reference (“Terms”), the following expressions shall have the following meanings unless the context otherwise requires:

Board	the board of directors of the Company
Chairman	the chairman of the Nomination Committee
Code	Corporate Governance Code
Company	Ares Asia Limited, a company incorporated in Bermuda with limited liability whose registered address is located at Clarendon House, Church Street Hamilton HM 11 Bermuda, as it is renamed from time to time
Company Secretary	the company secretary of the Company
Directors	the directors of the Company
Group	the Company and its subsidiaries
Listing Rules	Rules Governing the Listing of Securities on The Stock Exchange
Nomination Committee	nomination committee established by resolution of the Board
Shareholders	the shareholders of the Company
Stock Exchange	The Stock Exchange of Hong Kong Limited