

BOSIDENG INTERNATIONAL HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE AND MODUS OPERANDI
OF
NOMINATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of three members appointed by the Company’s board of directors (the “**Board**”) from time to time, a majority of whom shall be an independent non-executive Directors.
2. The Board shall designate one of the members, who is also an independent non-executive Director or the chairman of the Board, as the Committee’s Chairman.
3. Company Secretary shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two Committee members.
7. Proceedings of the Committee’s meetings shall be governed by Article 121 of the Company’s Articles of Association.

Duties, powers and functions

8. The Committee shall –
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size, composition and diversity (including but not limited to the skills, knowledge, experience, gender, age, cultural background, educational background and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy;
 - (ii) consider the selection criteria of Directors, and develop procedures for the sourcing and selection of candidates to stand for election by the Company’s shareholders (“**Shareholders**”);

- (iii) identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
- (iv) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
- (v) to review the board diversity policy (the "**Board Diversity Policy**") of the Company, as appropriate; review measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report;
- (vi) assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
- (vii) regularly review the time required from a Director to perform his responsibilities;
- (viii) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;
- (ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (x) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

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Revised on 27 January 2014