



ENM HOLDINGS LIMITED

安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 128)

**TERM OF REFERENCE
OF
NOMINATION COMMITTEE (THE “COMMITTEE”)**
(Adopted by the Board on 29 March 2012 and last amended on 23 August 2013)

Membership

1. The Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom shall be Independent Non-Executive Directors.
2. The Chairman of the Committee shall be appointed by the Board and should be the chairman of the Board or an Independent Non-Executive Director.
3. The Company Secretary or her nominee shall act as the Committee’s secretary.

Frequency and Proceedings of Meetings

4. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
5. The quorum of a meeting shall be two members of the Committee.
6. Questions arising at any meetings of the Committee shall be decided by a majority of votes of the members present and, in case of an equality of votes, the chairman of a meeting shall have a second or casting vote.
7. The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.

Authority

8. The Committee is to be provided with sufficient resources to perform its duties.
9. When necessary, the Committee is authorised by the Board to obtain independent professional advice, at the Company’s expense, to perform its responsibilities.

Duties

10. 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 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;
 - (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (iii) assess the independence of Independent Non-executive Directors;
 - (iv) 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;
 - (v) review the Board Diversity Policy, as appropriate; develop and periodically review measurable objectives for the implementation of the Board Diversity Policy and monitor progress towards the achievement of such objectives; and make the relevant disclosure in the Corporate Governance Report;
 - (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) 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.

Reporting Procedures

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