



NOMINATION COMMITTEE
TERMS OF REFERENCE

(adopted by a resolution of the board of directors of the Company on 12 March 2012)

The board of directors (the “Board”) of 21 Holdings Limited (the “Company”) has resolved to establish a nomination committee (the “Nomination Committee”) pursuant to Code on Corporate Governance Practices (to be renamed as “Corporate Governance Code and Corporate Governance Report”), Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

1 Membership

- 1.1 Members of the Nomination Committee (the “Members”) shall be appointed by the Board.
- 1.2 The Nomination Committee shall consist of not less than three members. The majority of the Members shall be independent non-executive directors of the Company.
- 1.3 Chairman of the Nomination Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.

2 Secretary

- 2.1 The company secretary of the Company or any other person with appropriate qualification and experience as appointed by the Nomination Committee from time to time shall be the secretary of the Nomination Committee.

3 Meetings

- 3.1 The Nomination Committee shall meet at least once a year.
- 3.2 Quorum for the meetings of the Nomination Committee shall be two Members.
- 3.3 Meetings could be held in person or through other electronic means of communication, by which all persons participating in the meeting are capable of hearing each other.
- 3.4 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
- 3.5 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.

** for identification purpose only*

- 3.6 Minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the meetings shall be circulated to all Members for their comment and records, within a reasonable time after the meeting. Such minutes shall be open for Members' inspection.
- 3.7 At the invitation of the Nomination Committee, the directors, external advisers and other persons may attend all or part of any meetings. However, only the Members are entitled to vote at the meetings.

4 Authority

- 4.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.
- 4.2 The Nomination Committee is authorised by the Board to have access to independent professional advice, at the Company's expense, if necessary.

5 Responsibility and Duty

- 5.1 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.
- 5.2 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.
- 5.3 To assess the independence of independent non-executive directors.
- 5.4 To 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.
- 5.5 To do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

6 Reporting Procedures

- 6.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report to the Board on findings and recommendations of the Nomination Committee.