



**NAGACORP LTD.**

**金界控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**Stock code: 3918**

## **Terms of Reference of the Nomination Committee**

### **Constitution**

1. The Nomination Committee is established as a committee of the board of directors (the “Board”) of NagaCorp Ltd. (the “Company”).

### **Objectives**

2. The primary objective of the Nomination Committee is to ensure a fair and transparent procedure for the nomination and appointment of directors by reference to paragraph 14 below.

### **Membership**

3. The Nomination Committee shall consist of at least three members comprising a majority of independent non-executive directors.
4. The Chairman of the Nomination Committee shall be appointed by the Board and should either be the Chairman of the Board or an independent non-executive director.
5. A quorum shall be two members.

### **Frequency of meetings**

6. The Nomination Committee shall meet at least twice a year and at such other times as its Chairman shall require.

### **Notice of meetings**

7. Meetings of the Nomination Committee shall be called by its Chairman or by request of the members of the Nomination Committee.

8. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Nomination Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.

### **Attendance at meetings**

9. The Nomination Committee may request any director, any member of senior management (including the Head of Human Resources) or any other individual to attend its meeting.
10. The company secretary or her nominee shall be the secretary of the Nomination Committee.

### **Authority**

11. The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee. All employees are directed to co-operate with any reasonable request made by the Nomination Committee.
12. The Company should provide the Nomination Committee sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Duties**

13. The duties of the Nomination Committee shall be:
  - (a) 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;
  - (b) 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. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board;
  - (c) to assess the independence of independent non-executive directors, having regard to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the "Listing Rules");

- (d) 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;
  - (e) to review the Board Diversity Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and
  - (f) to produce an annual report of the Nomination Committee's policy which will form part of the Company's Annual Report and Account.
14. In discharging its duties under these terms of reference, the Nomination Committee shall take into account relevant provisions of the Listing Rules and other factors that it deems necessary.

### **Senior Management**

15. For the purposes of these terms of reference, senior management shall mean employees of officer at the rank of Vice President, Manager or above.

### **Reporting Procedures**

16. The secretary of Nomination Committee shall circulate the minutes of meetings of the Nomination Committee to all members of the Board.

7 August 2013

*\* For identification purpose only*