



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

TERMS OF REFERENCE OF NOMINATION COMMITTEE (the “Committee”)

Adoption Date: 12 March 2012

1. Membership

- 1.1 The Committee shall consist of not less than three members appointed by the board of directors (the “**Board**”) of the Company, a majority of whom shall be independent non-executive directors.
- 1.2 The Committee shall be chaired by the chairman of the Board or an independent non-executive director and appointed by the Board.

2. Frequency and proceedings of meetings

- 2.1 The Committee should meet at least once every year. Additional meetings should be held as the work of the Committee demands.
- 2.2 The chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum for a meeting shall be two members of the Committee.
- 2.4 The Committee may, from time to time, invite independent advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 2.5 Proceedings of meetings of the Committee shall be governed by the provisions of the bye-laws of the Company.
- 2.6 The company secretary of the Company or a nominee shall act as the secretary of the Committee (the “**Secretary**”).

** For identification purpose only*

2.7 Full minutes of the Committee meetings should be kept by the Secretary. Draft and final versions of minutes of the meetings should be sent to all committee members for their comment and records within a reasonable time after the meeting.

3. Duties, powers and functions

The Committee shall have the following duties, powers and functions:

- (a) 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) identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors; and
- (d) 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.

4. Reporting procedures

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