



# 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: 23 December 2013

### 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 and one of them must be an independent non-executive director.
- 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.

\* For identification purpose only

2.6 The company secretary of the Company or a nominee shall act as the secretary of the Committee (the “**Secretary**”).

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) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) identifying individuals suitably qualified to become board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assessing the independence of independent non-executive directors;
- (d) making 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; and
- (e) having a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report.

### **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.