



MASTERMIND CAPITAL LIMITED

慧德投資有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

Terms of Reference for Nomination Committee

(Version date: 28th March, 2012)

1. Constitution

The board of directors (the “Board”) of Mastermind Capital Limited (the “Company”) has established a Committee known as the Nomination Committee (the “Committee”).

2. Membership

2.1 Members of the Committee shall be appointed by the Board and shall consist of not less than three members from time to time, the majority of whom should be independent non-executive directors.

2.2 The chairman of the Committee (the “Chairman”) shall be appointed by the Board who shall be the chairman of the Board or an independent non-executive director.

3. Attendance at meetings

3.1 Only members of the Committee have the right to attend Committee meetings. Other Board members, executives of the Company and its subsidiaries may be invited to attend for all or part of any meetings, as and when appropriate.

4. Secretary

The company secretary of the Company shall be the secretary of the Committee (the “Secretary”). In the absence of the Secretary in any meetings of the Committee, a member of the Committee or a representative of the Secretary shall act as the secretary of the meeting of the Committee.

5. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

* For identification purpose only

6. Frequency and procedures of Meetings

- 6.1 Meetings shall be held at least once a year. Meetings shall be held at such time as the Committee shall require to consider and review the structure, size and composition of the Board and make recommendations to the Board. Additional meetings shall be held as the work of the Committee demands. In addition, the Chairman may convene additional meetings at his discretion.
- 6.2 The Chairman, in consultation with the Secretary of the Committee, should be primarily responsible for drawing up and approving the agenda for each Committee meeting. The Chairman, with the assistance of the Secretary, shall ensure that all members shall have sufficient information in a timely manner to enable effective discussion at a Committee meeting and be briefed on the issues arising at each Committee meeting.
- 6.3 The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

7. Minutes of Meetings

The Secretary shall record minutes of all duly constituted meetings of the Committee. The Secretary shall circulate the draft and final versions of the minutes of meetings and reports of the Committee to all members for comments and records within a reasonable time after each meeting.

8. Authority

- 8.1 The Committee is authorised by the Board to investigate any activities within its terms of reference. It is also authorised by the Board to seek any information it requires from any employees and all employees are directed to co-operate with any request made by the Committee.
- 8.2 The Committee is authorised by the Board to make full use of intermediary agencies for identifying qualified director candidates at the Company's expense and to conduct interviews with prospective candidates for nomination.
- 8.3 The Committee is authorised by the Board at the expense of the Company, subject to prior discussion concerning the cost, to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

9. Duties

- 9.1 The duties of the 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;
- (c) to assess the independence of independent non-executive directors;
- (d) to 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;
- (e) responsible for nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise; and
- (f) to do any such things to enable the Committee to perform its functions conferred on it by the Board.

9.2 The Chairman or another member of the Committee shall be available to answer questions at the annual general meeting of the Company.

10. Reporting Responsibilities

10.1 The Chairman shall report back to the Board on its proceedings after each meeting on all matters within its duties and responsibilities; and

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.