



WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

(the “**Company**”)

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

(Adopted pursuant to the board meeting of the Company held on 25 June 2011.)

(1st revision on 30 March 2012)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “**Board**”), with the majority of the members being the independent non-executive directors of the Company.
2. The Chairman of the Committee shall be appointed by the Board who shall be the chairman of the Board or an independent non-executive director.
3. The term of membership will be one year from the date of appointment subject to renewal and shall be governed by the provisions of the Articles of Association of the Company (as amended from time to time) (the “**Articles**”).
4. The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board.
5. No alternate member of any member of the Committee can be appointed.
6. The Company Secretary of the Company shall be the secretary of the Committee.

Frequency and proceedings of meetings

7. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment and re-appointment of directors of the Company (the “Directors”) will be considered. Additional meetings should be held as and when the work of the Committee demands.
8. The Chairman of the Committee may convene additional meetings at his discretion.
9. The quorum of a meeting shall be two members of the Committee and at least one of them shall be an independent non-executive director.
10. Proceedings of meetings of the Committee shall be governed by the provisions of the Articles.

Duties, powers and functions

11. The Committee shall –
 - (a) formulate formal, considered and transparent nomination policy in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) including but not limited to the following:
 - (i) all Directors shall be subject to re-election at regular intervals as required under the Articles;
 - (ii) the Company must comply with the disclosure requirements in relation to the appointment, resignation, re-designation, retirement or removal of directors under the Listing Rules;
 - (iii) non-executive Directors should be appointed for a specific term, subject to re-election and the Company must disclose the term of appointment of non-executive Directors in the Corporate Governance Report pursuant to the Listing Rules;
 - (iv) all Directors appointed to fill a casual vacancy should be subject to election by shareholders of the Company at the first general meeting after their appointment. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) consider the selection criteria of Directors and the senior management of the Company, and develop procedures for the sourcing and selection of members of the Board to be elected by shareholders of the Company. For the purpose of these terms of reference, senior management refers to the same category of persons as referred to in the Company’s annual report and whose biographical details are required to be disclosed under the Listing Rules;
 - (ii) identify and nominate candidates to the Board for it to make recommendations to shareholders of the Company on the appointment or re-appointment of Directors, ensure that sufficient biographical details of

nominated candidates (including without limitation those required by Rule 13.51(2) of the Listing Rules) shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;

- (iii) identify and nominate suitably qualified candidates to become Board members and to fill causal vacancies of Directors for the Board's approval;
- (iv) review the structure, size and composition of the Board at least annually, considering inter alia the skills, knowledge, experience, length of service and the breadth of expertise of the Board as a whole, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (v) assess the independence of independent non-executive Directors;
- (vi) make recommendations to the Board on relevant matters relating to the appointment or re-appointment and succession planning for Directors, in particular the Chairman and the Chief Executive Officer;
- (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (viii) make available these terms of reference explaining its role and the authority delegated to it by the Board; and
- (ix) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by law or in accordance with the Listing Rules.

12. The Committee is to be provided with sufficient resources to discharge its duties.

Reporting Procedures

- 13. The Committee should report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference.
- 14. Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting.
- 15. 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. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.