



# BIRMINGHAM INTERNATIONAL HOLDINGS LIMITED 伯明翰環球控股有限公司

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

**(Stock Code: 2309)**

## TERM OF REFERENCE OF NOMINATION COMMITTEE

### 1. CONSTITUTION

- The board of directors (the “**Board**”) of Birmingham International Holdings Limited (the “**Company**”) has established a Nomination Committee on 26 July 2007 and approved its terms of reference.

### 2. MEMBERSHIP

- The members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of three members, a majority of whom should be Independent Non-Executive Directors. A quorum for the meeting shall be two members of the Nomination Committee.
- The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an Independent Non-Executive Director.

### 3. SECRETARY

- The Company Secretary shall be the secretary of the Nomination Committee.

### 4. ATTENDANCE AT MEETING

- Members of the Nomination Committee may attend meetings of the Nomination Committee either in person, by telephone or through other electronic means of communication or in such other manner as the members may agree.
- The Nomination Committee may, from time to time, invite any Board member or officer or any other person to attend any of its meeting so as to ensure that the Nomination Committee to better perform its duties and obligations.

## **5. FREQUENCY AND PROCEDURE OF MEETING**

- Meeting(s) shall be held at least once a year. The Nomination Committee may adopt from time to time the procedure governing the convening of committee meeting(s), the means and procedure for the passing of resolutions of the committee meeting.

## **6. NOTICE OF MEETING**

- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, with reasonable notice, before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **7. AUTHORITY**

- The Nomination Committee is authorized by the Board to carry out such related matters in accordance with its terms of reference. It is authorized to obtain any information it requires from any employees of the Company and all the employees of the Company are required to co-operate with any request made by the Nomination Committee.
- The Nomination Committee is authorized by the Board to seek any advices from independent professionals and if necessary, may invite those professional(s) with relevant experience, to attend the meeting of Nomination Committee.

## **8. DUTIES**

The duties of the Nomination Committee shall be:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendations to the Board after such review;
- to assess the suitability and qualification of candidates for directors and to report to the Board on their assessment;
- to make recommendations to the Board on relevant matters relating to the appointment or re-election of Directors and succession planning for Directors in particular the Chairman and Chief Executives including Chief Executive Officer, Chief Finance Officer and Chief Operating Officer;
- to assess the independence of Independent Non-Executive Directors;

- to elect an individual as an Independent Non-Executive Director at the general meeting, it should be out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the board believe he should be elected and the reasons why they consider him to be independent; and
- to monitor the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time of Independent Non-Executive Directors.

## **9. OTHER PROCEDURES**

- The secretary of the Nomination Committee, in consultation with the chairman of the Nomination Committee, should be responsible for drawing up the agenda of each of the Nomination Committee meeting. The secretary of the Nomination Committee shall assist the chairman of Nomination Committee and ensure that all members shall have sufficient information in timely manner to enable effective discussion at a Nomination Committee meeting. The chairman shall brief all the members of the Nomination Committee on the issues arising at each of the Nomination Committee meeting.
- All minutes shall record in sufficient detail the matters considered, decisions reached or recommendations made and any concerns raised by any member of the Nomination Committee including dissenting views of any member.
- All minutes and/or report(s) of the Nomination Committee shall be circulated to all members of the Board.

## **10. DATE OF ADOPTION**

- These terms of reference was approved and adopted by the Board on 30 March 2012.

The nomination committee shall consist of three members. With the resignation of Mr. Chang Kin Man (“Mr. Chang”) on 31 May 2011, the Company now has two members of the Nomination Committee and is identifying a suitable candidate to fill the vacancy as soon as possible. Further announcements will be made as and when appropriate.

On 31 May 2011, Mr. Chang has resigned as Independent Non-Executive Director, including the Chairman of the Nomination Committee. Mr. Yau Yan Ming, Raymond, present Independent Non-Executive Director, has appointed as the Chairman of the Nomination Committee accordingly.

This document has been translated into Chinese. In case of discrepancies between the English version and the Chinese version, the English version shall prevail.