

# **Freeman Financial Corporation Limited**

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

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

### **1. Membership**

- 1.1 The Nomination Committee shall be appointed by the Board of Directors (the “**Board**”).
- 1.2 The Nomination Committee shall consist of not less than three members (the “**Members**”). The majority of the Members of the Nomination Committee shall be independent non-executive Directors (“**INEDs**”).
- 1.3 The Chairman of the Nomination Committee shall be appointed by the Board and must be an INED or the chairman of the Board.

### **2. Secretary**

- 2.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 2.2 Notwithstanding any other provisions in this terms of reference, the Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

### **3. Meetings**

- 3.1 Meetings shall be held as and when necessary. Two members present in person shall be a quorum for the Nomination Committee meetings until the Board has otherwise determined. All meetings of the Nomination Committee may be held by telephone or other electronic means. A resolution in writing signed by all Members shall be as valid and effectual as a resolution passed at a meeting of the Nomination Committee duly convened and held and may consist of several documents in like form each signed by one or more members.

- 3.2 Minutes of the Nomination Committee meetings shall be circulated to all members of the Committee and made available upon request to other members of the Board.

#### **4. Attendance and Voting at Meetings**

- 4.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or the Chief Executive Officer (if not a member of the Nomination Committee) and other persons may attend all or part of any meetings.

- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

- 5.1 The Chairman of the Nomination Committee or a Member of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and its responsibilities.

#### **6. Functions and Authority**

- 6.1 The Nomination Committee is appointed by the Board of Directors of the Company to, having regard to the independence and quality of nominees, make recommendations to the Board so as to ensure that all nominations are fair and transparent;
- 6.2 The Nomination Committee is authorized by the Board to make full use of internal resources and intermediary agencies for identifying qualified director candidates at the Company's expense;
- 6.3 The Nomination Committee is authorized by the Board to conduct interviews with prospective candidates for nomination;
- 6.4 The Nomination Committee is authorized by the Board where necessary to seek independent professional advice; and

*(effective on 13 March 2012)*

- 6.5 The Nomination Committee shall be provided with sufficient resources to perform its duties.

## **7. Responsibilities**

- 7.1 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;
- 7.2 To identify individuals suitably qualified to become the Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.3 To assess the independence of INEDs; and
- 7.4 To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman and the chief executive.

## **8. Publication of the Terms of Reference**

- 8.1 This terms of reference will be posted on both the websites of the Company and Hong Kong Exchanges and Clearing Limited.

*(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.)*