

TONIC INDUSTRIES HOLDINGS LIMITED

東力實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

("the Company")

Website: <http://www.tonic.com.hk>

(Stock Code: 0978)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

These terms of reference were approved and adopted by the resolutions of the board of directors of the Company (the "Board") at its meeting held on 29 February 2012 to take effect from 1 April 2012.

1. Membership

- 1.1 Members of the Nomination Committee shall be appointed by the board of directors (the "Board") for a term of not more than three years which is subject to extension if so approved by the Board.
- 1.2 The Nomination Committee must consist of a minimum of three members.
- 1.3 The majority of the members of the Nomination Committee must be independent non-executive directors ("INEDs").

2 Chairman

- 2.1 The Nomination Committee shall be chaired by the chairman of the Board or one of the independent non-executive directors on the Nomination Committee appointed by the Board.

3 Secretary

- 3.1 The company secretary of the Company shall be the secretary of the Nomination Committee

- 3.2 In the absence of the secretary of the Nomination Committee, the members present at the meeting of the Nomination Committee shall elect another person as secretary.

4 Quorum

- 4.1 The quorum for meetings of the Nomination Committee shall be any two members.
- 4.2 A duly convened meeting of the Nomination Committee at which a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5 Frequency of meetings

- 5.1 The Nomination Committee shall hold at least one regular meeting in a year to review and discuss the structure, size and composition (including the skills, knowledge and experience) of the Board.
- 5.2 Additional meetings of the Nomination Committee shall be held as and when required.

6 Attendance at meetings

- 6.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.
- 6.2 The secretary of the Nomination Committee (or his/her delegate) shall attend all meetings of the Nomination Committee to ensure proper policy and procedures are followed and to take minutes.

7 Notice of meetings

- 7.1 A meeting of the Nomination Committee may be convened by any of its members, or by the secretary of the Nomination Committee at the request of any of its members.

- 7.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least 14 days shall be given of a regular meeting of the Nomination Committee, and such notice shall be sent to each member of the Nomination Committee, and to any other person invited to attend. For all other meetings of the Nomination Committee, reasonable notice shall be given.
- 7.3 In respect of regular Nomination Committee meetings, and so far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as agreed).
- 7.4 Any member of the Nomination Committee shall be entitled, by reasonable notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of an Nomination Committee meeting.

8. Minutes of meetings

- 8.1 The secretary of the Nomination Committee (or his/her delegate) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.
- 8.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant member of the Nomination Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Nomination Committee in which he or any of his associates has a material interest, unless the exceptions set out in note 1 to Appendix 3 of the Listing Rules apply.
- 8.3 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively, in both cases within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

- 8.4 Minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

9 Annual general meeting

- 9.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to answer questions at the Annual General Meeting on the Nomination Committee's activities and their responsibilities.

10 Other regulations governing the meetings and proceedings of the Nomination Committee

- 10.1 Unless otherwise specified above, the provisions contained in the Company's Articles of Association for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

11 Duties

The duties of the Nomination Committee are as follows:-

- (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; and

- (d) 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 Officer.

12 Reporting responsibilities

- 12.1 The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 12.2 The Nomination Committee shall provide to the Board all the information on the nomination of directors set out in Appendix 23 of the Main Board Listing Rules to enable the Company to prepare the Corporate Governance Report in its annual report

13 Authority and Others

- 13.1 The Nomination Committee shall have access to professional advice if considered necessary.
- 13.2 The Nomination Committee shall be provided with sufficient resources to discharge its duties.
- 13.3 All members of the Nomination Committee shall have access to the advice and services of the secretary of the Nomination Committee with a view to ensuring that procedures of the Nomination Committee and all applicable rules and regulations are followed.
- 13.4 In the event that the Nomination Committee or any member of the Nomination Committee requires access to outside independent professional advice in connection with its/his duties (e.g., legal advice and advice from human resource consultants), a request may be made to the Board through the company secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.
- 13.5 Every member of the Nomination Committee shall ensure that he can give sufficient time and attention to his duties as a member of

the Nomination Committee. He shall give the Company the benefit of his skills and expertise through regular attendance and active participation.

14 Publication of the terms of reference of the Nomination Committee

- 14.1 These terms of reference of the Nomination Committee shall be published on the website of the Company and that of the Stock Exchange of Hong Kong Limited..