

**GRAND INVESTMENT INTERNATIONAL LTD (the “Company”)**  
**(Incorporated in Bermuda with limited liability)**

Terms of Reference for the Nomination Committee of the Company

**1. Membership**

- 1.1 The Members and the Chairman of the Nomination Committee (the "Committee") shall be appointed by the Board of Directors (the “Board”).
- 1.2 The Committee shall consist of not less than three members, with the majority being independent non-executive directors.
- 1.3 The Chairman of the Committee should be an INED.

**2 Quorum**

- 2.1 The quorum of the Nomination Committee shall be any two Members.

**3 Frequency of Meetings**

- 3.1 The Nomination Committee shall meet as when necessary or as requested by any Committee member.

**4 Proceedings of Meetings**

- 4.1 Proceedings of meetings of the Committee shall be governed by the provisions of the Articles of Association of the Company.
- 4.2 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

**5 Attendance of Meetings**

5.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or Managing Director, external advisers and other persons may be invited to attend all or part of any meetings.

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

## **6 Annual General Meeting**

6.1 The Chairman of the Nomination Committee or another 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 their responsibilities.

## **7 Duties**

The Nomination Committee shall be responsible for all aspects of the appointment of directors of the Company and the duties of the Nomination Committee shall be:

7.1 to regularly review the structure, size and composition of the Board at least annually to complement the issuer's corporate strategy and make recommendation to the Board regarding any proposed changes

7.2 to formulate policy and make recommendations to the Board on nominations, appointment of the Directors and Board succession.

7.3 to develop selection procedures for candidates and consider different criteria including appropriate professional knowledge and industry experience, as well as consult external recruitment professionals when required

7.4 to identify suitable individuals qualified to become Board members and make recommendations to the Board on suitable candidates to be nominated for directorships

7.5 to assess the independence of independent non-executive directors on its appointment or when their independence is called in to question

7.6 to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors

7.7 The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

## **8 Reporting Procedures**

8.1 The Nomination Committee shall report to the Board after each meeting.

8.2 Full minutes of the meetings of the Committee shall be kept by the secretary of the Committee, who shall prepare and 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.

## **9 Authority**

9.1 The Nomination Committee is authorized by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorized to seek any information it requires from any employee in order to perform its duties, and all employees are directed to co-operate with any requests made by the Nomination Committee.

9.2 The Nomination Committee is authorized by the Board to obtain external professional advice at the expense of the Company and to secure the attendance of third parties with relevant experience and expertise at meetings of the Nomination Committee if it considers this necessary.