

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)
(the “Company”)

Term of Reference for Nomination Committee

Constitution

The board of directors of the Company (the “Board”) hereby constituted and established the nomination committee (“Nomination Committee” or “Committee”), pursuant to the resolution passed in the board meeting with authority, responsibility, and specific duties as described below.

Membership

The members of the Nomination Committee shall be appointed by the Board amongst the non-executive directors and executive directors of the Company. All appointment of the Chairman and other members of the Committee shall be subject to prior approval of the Board (provided that the Committee shall be chaired by the Chairman of the Board or an independent non-executive director (“INED”) and comprise at least three members with a majority of INEDs). A quorum of the committee meeting shall be two.

Attendance at meetings

As necessary or desirable, the Committee may invite member of the executive management of the group as they shall deem appropriate to attend the Committee’s meetings. Other Board members shall also have the right of the attendance.

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of directors.

Duly appointed secretary by the Committee from time to time (who should normally be the Company’s company secretary).

Frequency of meeting

Meeting shall be held not less than once a year.

Supervision of the Board

The Committee shall at all times be subject to supervision of the Board. The Board may at any time dissolve the Committee or reorganize the composition thereof or redesignate the powers, authorities or discretions thereof or after its discussion re-establish the same, upon such terms and conditions as the Board shall determine.

Authority

The Committee is authorised by the Board to seek independent professional advice where necessary at the Company's expenses, to perform its responsibilities (LR Appendix 14.A5.4).

Duties

The Committee shall report back to the Board in writing on their decisions or recommendations within a reasonable time after such decisions or recommendations are made, unless there is legal or regulatory restriction on the Committee to do so. The duties of the Committee shall be:

- (a) 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 (LR Appendix 14. A5.2(a));
- (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships (LR Appendix 14. A5.2(b));
- (c) assess the independence of INEDs (LR Appendix 14. A5.2(c)); and
- (d) 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 (Appendix 14.A5.2(d)).

Reporting procedure

Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the company secretary). Draft and final versions of minutes of the Committee meeting should be sent to all members of the Committee for their comment and records respectively in both cases within a reasonable time after the meeting.

Hong Kong, 30th March, 2012

**For identification purpose only*