

TEXWINCA HOLDINGS LIMITED (the “Company”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

MEMBERSHIP AND QUORUM

1. The Nomination Committee (the “Committee”) shall be appointed by the board of directors of the Company (the “Board”) amongst its members and the majority of which shall be independent non-executive directors of the Company. A quorum shall be two (2) members provided that if any member of the Committee are interested in any nomination submitted to the Committee for consideration or approval, such member shall declare the nature of his interest and shall not be counted in the quorum present at the meeting and his vote shall also not be counted.
2. The chairman of the Committee (the “Chairman”), who shall be chairman of the Board or an independent non-executive director of the Company, shall be nominated among the members of the Committee.

ATTENDANCE AT MEETINGS

3. Other Board members shall have the right of attendance. The Committee may invite any person it deems appropriate to attend its meetings.
4. The Company Secretary of the Company acts as the secretary of the Committee. When the Company Secretary is absent from any meeting of the Committee, members of the Committee shall be entitled to appoint any other person which it deems appropriate to act as the secretary of such meeting of the Committee.

FREQUENCY OF MEETINGS

5. Meeting of the Committee shall be held not less than once a year.

AUTHORITY

6. Upon reasonable request, the Committee members can obtain independent professional advice in appropriate circumstances.

7. The Committee is authorized by the Board :-

- (a) to determine the policy for the nomination of directors of the Company;
- (b) to delegate its authority and duties to sub-committees, or individual members of the Committee, as it deems appropriate;
- (c) to do any such things to enable the Committee to discharge its authority and duties conferred on it by the Board; and
- (d) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

DUTIES

8. The duties of the Committee shall primarily include :

- (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;
- (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;
- (c) assess the independence of independent non-executive directors;
- (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;
- (e) determine the policy for the nomination of directors; and
- (f) consider other matters that may be referred to the Committee by the Board.

NOMINATION CRITERIA, PROCEDURES AND PROCESS

9. When selecting and recommending candidates for directorship for the Board consideration, the Committee shall review a potential candidate and consider various factors including, but not limited to, the followings:-
 - (i) the skills, experience, expertise and personal qualities that will best complement board effectiveness;
 - (ii) the capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of matters such as other board or executive appointments; and
 - (iii) the potential conflicts of interest and independence.
10. Detailed background information in relation to a potential candidate should be provided to all directors (so far as it is accessible and available by the Committee).
11. An offer of a Board appointment must be made by the Chairman only after having consulted all directors, with any recommendations from the Committee having been circulated to all Directors.
12. All new Board appointments should be confirmed by letter in the standard format as approved by the Committee from time to time.

REPORTING PROCEDURES

13. The secretary shall circulate the minutes of meeting of the Committee to all members of the Committee after each meeting.

ATTENDANCE IN ANNUAL GENERAL MEETING

14. The Chairman, or in the absence of the Chairman, another member of the Committee or failing him, his duly appointed delegate, shall attend the annual general meeting of the Company and be available to answer questions at the annual general meeting of the Company.