



Wuzhou International Holdings Limited

五洲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

Terms of Reference for Nomination Committee

of the board of directors of the Company

Adopted pursuant to a resolution of the board of directors on May 18, 2013 and
effective from June 13, 2013

Purpose

1. The Nomination Committee is formed to assist, identify, screen and recommend to the board (the “**Board**”) of directors (the “**Directors**”) of the Company appropriate candidates to serve as Directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Membership

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of at least three (3) members, the majority of whom should be independent non-executive Directors (“**INED**”), each of whom shall meet the independence requirements from time to time as stipulated in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
3. The Board shall appoint the chairman of the Board or an INED as the chairman (the “**Chairman**”).

Frequency and Proceedings of Meetings

4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.
5. The Nomination Committee shall meet at least annually and at such other times as the Chairman shall require if circumstances require.
6. Meetings of the Nomination Committee shall be summoned by the Company Secretary at the request of the Chairman.

7. For regular meetings, and as far as practicable in all other cases, an agenda and accompanying committee papers should be sent, in full, to all committee members of Nomination Committee. These should be sent in a timely manner and at least three (3) days before the intended date of meeting (or such other agreed period as agreed).
8. The quorum necessary for the transaction of business shall be two (2), both of whom must be INEDs.

Reporting Procedures

9. On an annual basis, the Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference and recommend any proposed changes to the Board.
10. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary which shall be sent to all committee members of the Nomination Committee as soon as practicable after the conclusion of any meeting of the Nomination Committee. Those minutes should be kept by the Company Secretary and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
11. Minutes of meetings of the Nomination Committees should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of meetings of the Nomination Committee should be sent to all Directors for their comment and records respectively, in both cases within a reasonable time after the meeting is held.
12. The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

Authority

13. The Nomination Committee is authorised by the Board to determine the nomination of Directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.
14. The Company should provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Annual General Meeting

15. The Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself available to answer any shareholders' questions on the Nomination Committee's activities. In his absence, one other member of the Nomination Committee or failing this his duly appointed delegate should attend.

Responsibilities and Duties

16. The Nomination Committee shall perform the following duties:
- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals who are 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 INEDs to determine their eligibility;
 - (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 officer;
 - (e) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment;
 - (f) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - (g) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
 - (h) ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside Board meetings;
 - (i) review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval;

- (j) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (k) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

General

- 17. The Nomination Committee should make available these Terms of Reference, explaining its role and the authority delegated to it by the Board by including them on the Stock Exchange's website and Company's website.
- 18. For the purpose of these Terms of Reference, "senior management" means the same persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules, as such rule may be amended from time to time.

Principles to consider¹

- 19. In carrying out its responsibilities, the Nomination Committee should give adequate consideration to the following principles:
 - (a) in relation to Board composition — the Board should have a balance of skills, and experience and diversity of perspectives appropriate for to the requirements of the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively exercise independent judgment. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and
 - (b) in relation to appointments, re-election and removal — there should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.

¹ This requirement will be effective from September 1, 2013.

20. The Nomination Committee (or the Board) should have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report.²

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)

² Board diversity will differ according to the circumstances of the Company. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience. The Company should take into account its own business model and specific needs, and disclose the rationale for the factors it uses for this purpose.