



TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
(adopted on 22 July 2009)

1 Constitution

1.1 The Committee was formed pursuant to the board resolution of the Company passed on 22 July 2009.

2 Membership

2.1 The Committee shall comprise not less than three members, a majority of which shall be Independent Non-executive Directors.

2.2 Members of the Committee shall be nominated by the Chairman of the Board of the Company and shall be appointed by the Board.

2.3 The Chairman of the Committee shall be appointed by the Board and shall be an Independent Non-Executive Director.

2.4 The term of office of the members of the Committee shall be in congruence with the term of the Board and the members may be re-elected for appointment upon the expiry of the current term of office. During the term, any member ceases to hold office as a director will automatically lose the qualification as a member and the Board shall appoint replacement in accordance with article 2.2 above.

3 Quorum

3.1 A quorum shall be two members shall be present for committee meeting.

4 Meetings

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

4.2 The company secretary shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

5 Powers

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek information it requires from any employee and all employees are directed to co-operate with request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6 Duties

The Committee shall have the following duties:

- 6.1 To make suggestions on the composition of the Board, based on the operating activities, size and shareholding structure of the Company;
- 6.2 To research on the policy and procedure of selection of directors and senior management and to put forward proposals to the Board;
- 6.3 To widely identify qualified candidates of directors and senior management;
- 6.4 To examine the candidates of directors and senior managements and put forward proposals and make recommendations to the Board;
- 6.5 To assess the independence of Independent Non-executive Directors; and
- 6.6 Other matters authorized by the Board.