

CROSBY

CROSBY CAPITAL LIMITED

(高誠資本有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Membership

The nomination committee shall comprise a chairman and at least two other members, each of whom shall be appointed by the board. A majority of members shall be non-executive directors who are considered by the board to be independent. A quorum shall be two members, of whom at least one must be a non-executive director.

Frequency of meetings

Meetings shall be held whenever the chairman of the committee deems it necessary.

Chairmanship

The chairman of the committee will be appointed by the board.

Duties

1. To review regularly the structure, size and composition of the board and make recommendations to the board with regard to any adjustments that are deemed necessary.
2. To be responsible for identifying and nominating candidates for the approval of the board, to fill board vacancies as and when they arise.
3. To satisfy itself with regard to succession planning, that processes and plans are in place with regard to board appointments, to agree the succession planning process with the board and to oversee its operation.
4. To assess the time needed to fulfill the role of chairman and non-executive directors, and to ensure on appointment that a candidate has sufficient time to undertake the role to which he is being appointed.
5. To ensure that a process is in place to undertake an annual performance evaluation of the board.
6. To make recommendations to the board as regards the reappointment of any non-executive director at the conclusion of his or her specified term of office.

Secretary

The company secretary shall act as secretary to the committee.

** for identification purposes only*