

HONBRIDGE HOLDINGS LIMITED
(the “Company”)

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(the “Committee”)

Membership

1. The Committee shall consist of five members appointed by the board of directors of the Company (the “Board”) from time to time, a majority of whom shall be independent non-executive directors.
2. The Board shall nominate one of the members as the chairman of the Committee.

Frequency and proceedings of meetings

3. The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
4. The chairman of the Committee may convene additional meetings at his discretion.
5. The quorum for a meeting shall be two members of the Committee.
6. Proceedings of meetings of the Committee shall be governed by the provisions of Article of the Articles of Association of the Company.

Duties, powers and functions

7. The Committee shall –
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy;
 - (ii) consider the selection of Directors;
 - (iii) identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision;
 - (iv) consider the skill mix needed in respect of the Directors, and make recommendations to the Board;

- (v) identify and nominate candidates to fill casual vacancies of Directors for the Board's approval;
 - (vi) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (vii) regularly review the time required from a Director to perform his responsibilities;
 - (viii) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;
 - (ix) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (x) 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.
8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

9. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

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