

**WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED**  
**(the "Company")**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 532)**

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**1. CONSTITUTION**

- 1.1 The board of directors of the Company (the "Board") has resolved to establish a Committee of the Board to be known as the Nomination Committee (the "Committee").

**2. MEMBERSHIP**

- 2.1 The Committee shall be appointed by the Board and can be removed by the Board at its sole discretion.
- 2.2 The Committee shall comprise of a minimum of three members (the "Members"). The majority of the Members shall be independent non-executive Directors ("INED").
- 2.3 The Chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an INED.

**3. SECRETARY**

- 3.1 The Company Secretary shall be the secretary of the Committee.
- 3.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

**4. MEETINGS**

- 4.1 The Committee shall meet at least once a year. Additional meetings may be held as and when the Committee shall see fit.
- 4.2 Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Committee shall be any two members.
- 4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

- 4.5 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the Members present.
- 4.6 A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 4.7 Unless otherwise specified above, the provisions contained in the Company's Bye-Laws (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.

## **5. ATTENDANCE AT MEETINGS**

- 5.1 At the invitation of the Committee, the Chairman of the Board, external advisers and other persons may be invited to attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

## **6. ANNUAL GENERAL MEETING**

- 6.1 The Chairman of the Committee or in his/her absence, another Member of the Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Committee's activities and their responsibilities.

## **7. AUTHORITY**

- 7.1 The Committee is authorized by the Board to seek independent professional advice, at the Company's expense, to perform its responsibilities if it considers this necessary.
- 7.2 The Committee shall be provided with sufficient resources to perform its duties.

## **8. DUTIES**

The duties of the Committee shall be:-

- 8.1 To review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with due regards to the Board Diversity Policy;
- 8.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 8.3 To assess the independence of independent non-executive Directors;

- 8.4 To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive;
- 8.5 To monitor the implementation of the Board Diversity Policy adopted by the Board; and to review the Policy and recommend any revisions to the Board for consideration and approval, when necessary; and
- 8.6 To review and report annually, in the Corporate Governance Report, against any measurable objectives set for implementation of the Board Diversity Policy, and the progress on achieving these objectives (if relevant).

## **9. REPORTING PROCEDURES**

- 9.1 Full Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all Committee Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors' inspection.
- 9.2 Without prejudice to the generality of the duties of the Committee set out in these terms of reference, the Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

## **10. PUBLICATION OF THE TERMS OF REFERENCE**

- 10.1 The terms of reference will be posted on both the websites of the Company and The Stock Exchange of Hong Kong Limited.

*Note: If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.*

December 2013