



*(Incorporated in Bermuda with limited liability)*

## **Nomination Committee Terms of Reference**

Revised on 30 August 2013

### **1 Constitution**

- 1.1 The board (the “**Board**”) of directors (the “**Directors**”) of Le Saunda Holdings Limited (the “**Company**”) hereby constitutes and establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

### **2 General Provisions**

- 2.1 In order to ensure the continuous and healthy development of the Company, with planned succession for appointment of the Directors and senior management personnel, the Company formulates these terms of reference in accordance with Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Bye-laws of the Company and other related regulations.
- 2.2 The Nomination Committee is a body mainly responsible for giving advice on the conditions, selection standards and procedures of the proposed appointment of the Directors and the senior management of the Company and making recommendation of suitable candidates to the Board. The Nomination Committee is responsible to the Board.

### **3 Membership**

- 3.1 The Nomination Committee shall comprise not less than three members, a majority of which shall be independent non-executive Directors.
- 3.2 Members of the Nomination Committee shall be nominated by the Chairman of the Board of the Company and shall be appointed by the Board through election.
- 3.3 The Nomination Committee shall have a Chairman, who shall be an independent non-executive Director or the Chairman of the Board. The Chairman of the Nomination Committee shall be elected by the Nomination Committee and appointed by the Board.

### **4 Secretary**

- 4.1 The company secretary of the Company or his nominee shall act as the secretary of the Nomination Committee.

## 5 Quorum

- 5.1 The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

## 6 Notice of Meetings

- 6.1 Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person required to attend, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

## 7 Authority

- 7.1 The Nomination Committee is authorised by the Board to advise the Chairman of the Company about their proposals relating to the nomination of other directors and the senior management.
- 7.2 The Nomination Committee shall be provided with sufficient resources to discharge its duties. In particular, the Nomination Committee is authorised to obtain any outside legal or other independent professional advice at the Company's expense if considered necessary.

## 8 Duties

The Nomination Committee shall:

- 8.1 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;
- 8.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board;
- 8.3 assess the independence of independent non-executive Directors;
- 8.4 review board diversity policy (the "**Board Diversity Policy**") of the Company, as appropriate; review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the corporate governance report annually;
- 8.5 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, and senior management; and

8.6 other matters authorized by the Board.

8.7 The Nomination Committee shall be responsible to the Board and the proposals of the Nomination Committee shall be submitted to the Board for consideration and approval.

## **9 Frequency of meetings**

9.1 The Nomination Committee shall meet at least once a year and at such other times as the Chairman of the Nomination Committee shall require.

## **10 Attendance**

10.1 Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

10.2 As necessary or desirable, the Chairman of Nomination Committee may request that members of management be present at the meeting of the Nomination Committee.

10.3 Meetings may be held by way of telephone or video conference.

## **11 Minutes**

11.1 The secretary of the Nomination Committee shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.

11.2 Draft and final versions of minutes of the Nomination Committee meetings shall be sent to all members of the Nomination Committee for their comment and records respectively in both cases within a reasonable time after the meeting.

11.3 Full minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and such minutes shall be open for inspection at any reasonable time on reasonable notice by any Director.

## **12 Reporting Responsibilities**

12.1 The Chairman of the Nomination Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

12.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **13 Annual General Meeting**

13.1 The Chairman of the Nomination Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Nomination Committee's activities.

## **14 General**

- 14.1 The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board.
- 14.2 The Nomination Committee shall regularly review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **15 Senior Management**

- 15.1 For the purposes of this document, "senior management" shall mean those employees or officers who are determined by the Board to constitute senior management of the Group, these may include directors of subsidiaries of the Company, heads of divisions, departments or other operating units within the Group as, in the opinion of the Board, is appropriate. (The members of the senior management must be the same as those disclosed in the latest Annual Report of the Company).

## **16 Language**

- 16.1 This document is drawn up in both English language and Chinese language. If there is any inconsistency between the English version and the Chinese version of this document, the English language text shall prevail.