



MAN YUE TECHNOLOGY HOLDINGS LIMITED  
萬裕科技集團有限公司

**Terms of Reference**  
**for**  
**the Nomination Committee**

adopted by the Board of Directors on 6 December 2011

**MAN YUE TECHNOLOGY HOLDINGS LIMITED**  
(the “Company”)

Terms of Reference for the Nomination Committee

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**Constitution**

1. The board of directors of the Company (the “Board”) resolved on 6 December 2011 to establish a committee of the Board known as the Nomination Committee (the “Committee”).

**Objective**

2. The Committee is to assist the Board to run effectively and the Company can go through a formal, fair and transparent process of reviewing the balance and effectiveness of the Board, identifying the skills needed and appointing those who can provide them to the Board. The main objective of the Committee is to lead the process for the appointment of the directors, and to identify and nominate suitable candidates for appointment to the Board.

**Membership**

3. The Committee shall consist of not less than three members to be appointed by the Board, with a majority of whom being independent non-executive directors of the Company.
4. The chairman of the Committee shall be one of the independent non-executive directors of the Company sitting on the Committee or the chairman of the Board.

**Committee Secretary**

5. The Head of Human Resource Department of the Company shall act as the secretary of the Committee.

**Quorum and voting**

6. The quorum of the Committee’s meeting shall be two Committee members. Questions arising at any Committee’s meeting shall be decided by a majority of votes. In the case of equality of votes, the chairman of the meeting shall have an additional or casting vote.

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**Attendance at meetings**

7. Members of the Committee may participate in any meetings of the Committee either in person or by means of a conference telephone or similar communications by which all persons participating in the meeting can hear each other.
8. The members of the Committee have the right to attend meetings of the Committee. The Committee may invite executive directors and/or other persons to attend part or whole of its meetings as necessary to assist it to discharge its duties.

**Frequency of meetings**

9. Meeting of the Committee shall be held not less than once a year and at such other times as the chairman of the Committee shall require.

**Arrangement for and notices of meetings**

10. All meetings of the Committee will be called by the secretary or the chairman of the Committee or any persons as instructed by the chairman of the Committee, or at the request of the Board.
11. Notices of at least 14 days shall be given to all members of the Committee for regular meetings of the Committee. For all other meetings of the Committee, reasonable notices shall be given.
12. If any member of the Committee wishes to include any matter in the agenda for a particular regular meeting after the issue of the notice of such meeting, he or she may notify the secretary of the Committee the proposed matter(s) in writing within seven days after the notice of the regular meeting is given.

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**Access to services of company secretary**

13. The Committee shall be provided with sufficient resources to perform its duties. Members of the Committee shall have access to the advice and services of the company secretary of the Company to ensure that Committee procedures and all applicable rules and regulations are followed.

**Minutes of meetings**

14. The minutes of meetings of the Committee shall be kept by the secretary of the Committee.
15. The draft and final versions of each minutes of the meeting of the Committee shall be sent to all Committee members for their comments and records within 14 days and a reasonable time respectively after the meeting was held. Minutes of meetings of the Committee are open for inspection by any directors of the Company at the principal place of business of the Company in Hong Kong at any reasonable time after a reasonable notice has been served on the secretary of the Committee.

**Authorities**

16. The Committee is authorised by the Board:-
- (a) to seek any information it requires from any employees of the Company in order to perform its duties; and
  - (b) to obtain or retain outside legal or other professional advice at the Company’s expense as appropriate.

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**Duties**

17. The duties of the Committee shall be:-

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) 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;
- (c) to assess the independence of independent non-executive directors of the Company;
- (d) to 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 of the Company;
- (e) before recommending an appointment, to evaluate the balance of skills, knowledge and experience of the Board, and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:-
  - (i) use such method or methods to facilitate the search as it may deem appropriate;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria, taking care that candidates have enough time available to devote to the position; and
- (f) to consider other topics, as defined by the Board from time to time.

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**Reporting procedure**

18. The chairman of the Committee shall report formally to the Board on the Committee’s proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its duties and responsibilities where action or improvement is needed.