

**GOLDIN FINANCIAL HOLDINGS LIMITED**  
(the “Company”)

**Terms of Reference**  
**of**  
**Nomination Committee**

The Nomination Committee was established on 23<sup>rd</sup> March 2012 pursuant to the Corporate Governance Code of the Listing Rules.

These Terms of Reference was adopted by a resolution of the board of directors of the Company (“the Board”) passed in accordance with the Company Constitution.

**1. Membership**

- 1.1 Members of the Nomination Committee (the “Members”) shall be appointed by the Board, in consultation with the chairman of the Nomination Committee. The Nomination Committee shall consist of at least three members, a majority of independent non-executive directors. If the Board establishes a Nomination Committee, any appointments shall be made by the Board, on the recommendation of the Nomination Committee and in consultation with the chairman of the Nomination Committee.
- 1.2 The Board shall appoint a chairman of the Nomination Committee who shall be the chairman of the Board or an independent non-executive Director (the “Chairman of the Nomination Committee”). In the absence of the Chairman of the Nomination Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

**2. Secretary**

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

**3. Meetings**

- 3.1 The Nomination Committee shall meet at least once a year and at such other times as required.
- 3.2 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 meeting is not required if adjournment is for less than 14 days.

- 3.3 The quorum of the Nomination Committee shall be any two Members and one of whom must be an INED. Meetings of the Nomination Committee shall be summoned by the secretary of the Nomination Committee at the request of any of its members.
- 3.4 Meetings could be held in person or by telephone. 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.
- 3.5 Resolutions of the Nomination Committee shall be passed by a majority of votes.
- 3.6 A resolution in writing signed by all the Members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of minutes shall be circulated to all 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.

#### **4. Attendance at Meetings**

- 4.1 At the invitation of the Nomination Committee, the chairman of the Board, external advisers and other persons may be invited to attend all or part of any meeting.
- 4.2 Only Members of the Nomination Committee are entitled to vote at the meetings.

#### **5. Annual General Meeting**

- 5.1 The Chairman of the Nomination Committee or in his/her absence, another Member (who must be an INED) of the Nomination Committee shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

#### **6. Power and responsibilities**

The Nomination Committee should carry out the duties below for the Company, its major subsidiary undertakings and the group as a whole, as appropriate, specifically, the Nomination Committee shall:

- 6.1 to review the structure, size and diversity (including but not limited to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge and reputation, gender, ethnicity, language skills and length of service) of the Board on a regular basis and make recommendations to

the Board regarding any proposed changes to the Board to complement the Company's corporate strategy;

- 6.2 to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated by shareholders or the Nomination Committee for directorships;
- 6.3 to assess the independence of independent non-executive directors;
- 6.4 to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive; and
- 6.5 to review the board diversity policy of the Company ("Board Diversity Policy"), as appropriate, reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy and monitor the progress on achieving the objectives, where applicable, and making relevant disclosure in the Corporate Governance Report annually.

## **7. Reporting Responsibilities**

- 7.1 The Nomination Committee shall report to the Board after each meeting.

## **8. Authority**

- 8.1 The Secretary of the Nomination Committee, or such person as the secretary of the Nomination Committee shall direct, shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.
- 8.2 The Nomination Committee is authorised by the Board to seek any information it requires from any employee or director of the Company in order to perform its duties.
- 8.3 A director as a member of the Nomination Committee may seek independent professional advice in appropriate circumstances at the Company's expense to discharge his/her duties as a member of the Nomination Committee to the Company. Arrangement to seek independent professional advice could be made through the company secretary of the Company or the secretary of the Nomination Committee.
- 8.4 The Nomination Committee is authorised by the Board to invite other directors and external advisers to attend all or part of any meeting of the Nomination Committee as and when appropriate.
- 8.5 The Nomination Committee shall be provided with sufficient resources to discharge its duties.

*Note 1: This document has been written in the Chinese and English language and, in the event of any conflict between the languages and any translation of this document, the English language version will prevail.*