



**HOPEFLUENT GROUP HOLDINGS LIMITED**

**合富輝煌集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 733)**

**TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE**

**A. Constitution**

The Nomination Committee is established pursuant to a resolution passed by the board of directors (the “**Board**”) of Hopefluent Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) at a meeting held on 22 March 2012.

**B. Nomination Committee**

**1. Membership**

- 1.1 Members of the Nomination Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members with at least one director of a different gender and a majority of whom shall be independent non-executive directors of the Company.
- 1.2 The chairman of the Nomination Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive director.
- 1.3 The company secretary, or in his absence, his representative, shall act as the secretary of the Nomination Committee. The committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the committee.

## **2. Attendance at meetings**

- 2.1 The quorum of the Nomination Committee meeting shall be two members of the Committee. Other Board members, apart from the Nomination Committee members, have the right to attend any Nomination Committee meetings, though they shall not be counted in the quorum.
- 2.2 Meetings may be held in person, or by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

## **3. Frequency of meetings**

- 3.1 The Nomination Committee members may call any meetings at any time when necessary or desirable.
- 3.2 Meetings shall be held at least once a year.

## **4. Authority**

- 4.1 The Nomination Committee is authorized by the Board:
  - (a) to seek any necessary information from the employees of the Group which is within the Nomination Committee's scope of duties;
  - (b) to review the performance of the directors and the independence of independent non-executive directors in relation to their appointment or reappointment as directors; and
  - (c) to obtain independent professional advice, at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

## **5. Duties**

5.1 The duties of the Nomination Committee shall include, but not be limited to the following:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the board in maintaining a board skills matrix, 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 of the Company;
- (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 of the Company and succession planning for directors, in particular the chairman and the chief executive of the Company;
- (e) support the Company's regular evaluation of the Board's performance; and
- (f) to consider other topics as defined by the Board.

5.2 Where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, the Nomination Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting :

- (a) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) the perspectives, skills and experience that the individual can bring to the board; and
- (c) how the individual contributes to diversity of the Board.

**6. Annual general meeting**

- 6.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

**7. Reporting responsibilities**

- 7.1 The Nomination Committee shall report to the Board.