



# **ELEGANCE INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 907)**

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

(In case of discrepancies between the English and the Chinese versions, the English version shall prevail.)

### **1. Constitution**

The board of directors (the “Board”) of Elegance International Holdings Limited (the “Company”) resolved to establish a committee of the Board to be known as the Nomination Committee (the “Committee”) at a meeting held on 29 June 2005.

### **2. Membership and Quorum**

The members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall comprise a minimum of three members and the majority of the committee members shall be independent non-executive directors of the Company. A quorum shall be two members.

### **3. Chairman**

The chairman of the Committee shall be appointed by the Board and shall either be the chairman of the Board or an independent non-executive director of the Company.

### **4. Secretary**

The company secretary of the Company shall be the secretary of the Committee (the “Secretary”).

### **5. Meetings**

5.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands. Meetings could be held in person, by telephone or by video conference.

5.2 Unless otherwise agreed, notice of each meeting together with an agenda shall be sent to each member of the Committee at least 14 days prior to the intended date of the meeting.

## **6. Minutes**

Full minutes of the Committee meetings shall be kept by the Secretary. Draft and final versions of minutes of the meetings shall be sent to all committee members for their comment and records, within a reasonable time after the meeting.

## **7. Authority**

The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

## **8. Duties**

The Committee shall have the following duties:

- (a) 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) 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) assess the independence of independent non-executive directors;
- (d) 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 of the Company;
- (e) review the board diversity policy of the Board or this Committee, as appropriate, considering factors including but not limited to gender, age, cultural and educational background and professional experience of Board members, and review the measurable objectives that the Board has set for

implementing the board diversity policy, and the progress on achieving the objectives; and

- (f) conform to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation, where appropriate.

**9. Reporting procedure**

The Committee shall report back to the Board on its decisions or recommendations as and when appropriate or otherwise as directed or requested by the Board from time to time, unless there are legal or regulatory restrictions on its ability to do so.

Hong Kong, 6 September 2013