



WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6838)

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**Terms of Reference  
of  
NOMINATION COMMITTEE**  
(the “Committee”)

Adopted pursuant to the Board Meeting of the Company held on 25 June 2011

As amended by the Board of Directors on 30 March 2012

As amended by the Board of Directors on 23 August 2013

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**1. Membership**

- 1.1 The Committee shall consist of not less than three (3) members appointed by the board of directors of the Company (“**Board**”), with the majority of the members being the independent non-executive directors of the Company (“**INED(s)**”).
- 1.2 The Chairman of the Committee shall be appointed by the Board who shall be the Chairman of the Board or an INED.
- 1.3 The term of membership shall be one (1) year from the date of appointment subject to renewal and shall be governed by the provisions of the articles of association of the Company (as amended from time to time) (“**Articles**”).
- 1.4 The appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board.
- 1.5 No alternate member of any members of the Committee can be appointed.
- 1.6 The Company Secretary of the Company shall be the Secretary of the Committee.

## 2. Frequency and proceedings of meetings

- 2.1 The Committee shall meet before the holding of the annual general meeting of the Company where the appointment and re-appointment of directors of the Company (“**Directors**”) will be considered. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The Chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two (2) Committee members, of which at least one (1) shall be an INED.
- 2.4 Proceedings of meetings of the Committee shall be governed by the provisions of the Articles.

## 3. Duties, powers and functions

- 3.1 The Committee shall –
  - a. formulate formal, considered and transparent Nomination Policy in compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) including but not limited to the following –
    - i. all Directors shall be subject to re-election at regular intervals as required under the Articles;
    - ii. the Company must comply with the disclosure requirements in relation to the appointment, resignation, re-designation, retirement or removal of Directors under the Listing Rules;
    - iii. non-executive Directors are appointed for a specific term, subject to re-election and the Company must disclose the term of appointment of non-executive Directors in the Corporate Governance Report pursuant to the Listing Rules;
    - iv. all Directors appointed to fill casual vacancies are subject to election by shareholders of the Company (“**Shareholders**”) at the first general meeting after their appointments. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once in every three (3) years; and
  - b. without prejudice to the generality of the foregoing –

- i. review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- ii. consider the selection criteria of Directors and the senior management of the Company, and develop procedures for the sourcing and selection of candidates to stand for election of Directors by the Shareholders or to fill casual vacancies of Board members. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. For the purpose of these terms of reference, senior management refers to the same category of persons as disclosed in the latest annual report of the Company;
- iii. identify and nominate candidates to the Board for it to make recommendations to the Shareholders on the appointment or re-appointment of Directors, ensure that sufficient biographical details of nominated candidates (including but not limited to those requirements as set out in Rule 13.51(2) of the Listing Rules) be provided to the Board and the Shareholders to enable them to make informed decisions;
- iv. consider the skills mix required in respect of Directors with due regard for the benefits of diversity on the Board and make recommendations to the Board;
- v. identify and nominate suitably qualified candidates to become Directors and to fill casual vacancies of Directors for the Board's approval;
- vi. review the Board Diversity Policy, as appropriate; and review the measureable 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;
- vii. assess the independence of INEDs, review the INEDs' annual confirmations on their independence and disclose the review results in the Corporate Governance Report;
- viii. make recommendations to the Board on relevant matters relating to the appointment and re-appointment and succession plan of Directors, in particular, the Chairman and the Chief Executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needs in future;

- ix. do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
  - x. make available these terms of reference explaining its roles and the authorities delegated to it by the Board; and
  - xi. conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Articles or imposed by law or in accordance with the Listing Rules.
- 3.2 The Committee shall be provided with sufficient resources to enable it to discharge its duties.

#### **4. Reporting Procedures**

- 4.1 The Committee shall report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference.
- 4.2 Full minutes of the meetings of the Committee shall be kept by the Secretary of the Committee, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all Committee members for comments and records within a reasonable time after the meeting.
- 4.3 At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least once annually, the Committee shall present a report in writing to the Board which addresses the work and findings of the Committee during the year.

August 2013