



**珠光控股**  
ZHUGUANG HOLDINGS

**ZHUGUANG HOLDINGS GROUP COMPANY LIMITED**  
**(“the Company”)**

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**  
**(ALSO KNOWN AS “NOMINATION COMMITTEE CHARTER”)**  
(as adopted on 26 April 2005)

**MEMBERSHIP**

1. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members. The majority of the members of the Committee should be independent non-executive directors.
2. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.
3. The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

**FREQUENCY OF MEETINGS**

4. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the chairman of the Committee may convene additional meetings at his discretion.

**PROCEEDINGS OF MEETINGS**

6. The quorum of a meeting shall be two members of the Committee.
7. Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Laws of the Company.

**DUTIES, POWERS AND FUNCTIONS**

8. The Committee shall:
  - (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;

- (b) without prejudice to the generality of the foregoing:
  - (i) review the structure, size and composition (including the skills, knowledge and experience) of the board on a regular basis and make recommendations to the board regarding any proposed changes;
  - (ii) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;
  - (iii) assess the independence of independent non-executive directors; and
  - (iv) 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 officer.

## **REPORTING PROCEDURES**

9. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.