

Effective on 1<sup>st</sup> April 2012



**ASIA COMMERCIAL HOLDINGS LIMITED**

冠亞商業集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

Stock Code : 104

**TERMS OF REFERENCE FOR THE  
NOMINATION COMMITTEE**

\* *For identification purposes only*

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***Formation***

The board of directors (the “**Board**”) of **ASIA COMMERCIAL HOLDINGS LIMITED** (“the Company”) hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

***Composition and Quorum***

The Committee members shall be appointed by the Board of directors of the Company amongst the directors of the Company. A majority of the Committee members should be independent non-executive directors.

Members : The Committee shall consist of not less than 3 members.

Quorum : 2

The chairman of the Committee should be the chairman of the Board of directors of the Company or an independent non-executive director.

The meetings and proceedings are governed by the provisions contained in the bye-laws of the Company for regulating meetings and proceedings of directors.

***Authority***

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request within the terms of reference made by the Committee.
2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

***Duties***

The Committee shall :—

1. 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;
2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

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3. assess the independence of independent non-executive directors;
4. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
5. consider other topics as defined by the Board.