

# **TRULY INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00732)

(hereafter the “Company”)

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

Effective on 20 August 2014

(Revised at the Board Meeting on 20 August 2014)

### **1. Constitution**

The board of directors of the Company (the “Board”) has established a nomination committee (the “Nomination Committee”) with the authority, responsibility, and specific duties as described below.

### **2. Membership**

- 2.1 The members of the Nomination Committee (the “Members”) shall be appointed by the Board and shall consist of not less than three members.
- 2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors (the “INEDs”).
- 2.3 The chairman of the Nomination Committee shall be appointed by the Board and must be an INED or Board chairman.

### **3. Authority**

- 3.1 The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members.
- 3.2 The Nomination Committee is authorized by the Board to obtain outside legal or other independent professional advice at the expense of the Company if necessary to perform its duties.

### **4. Duties**

The duties of the Nomination Committee include:

- 4.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board in relation to any proposed changes;
- 4.2 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;
- 4.3 to evaluate the independence of INEDs;

- 4.4 to evaluate the performance of directors and make recommendations to the Board in respect of the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and CEO; and
- 4.5 to review the Board Diversity Policy, as appropriate; and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and to make disclosure of its review results in the Corporate Governance Report annually;

## **5. Meeting**

- 5.1 Meetings shall be held as and when required or as requested by the director of the Company.
- 5.2 Notice of at least 7 days should be given for any meeting, unless such notification is waived by all members of the Nomination Committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 7 days after the meeting, then no notification is required for such follow up meeting.
- 5.3 The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Nomination Committee, one of whom must be an INED.
- 5.4 The resolution of the Nomination Committee should be passed by more than half of the Members.
- 5.5 The resolution passed and signed by all Members is valid, and the validity is same as any resolution passed in the meeting held.

## **6. Attendance**

- 6.1 At the invitation of the Nomination Committee, the Chairman and other directors of the Board and members of management may attend all or part of any meetings.
- 6.2 Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the remuneration committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 6.3 Only the Members can vote in the meeting.

## **7. Secretary**

- 7.1 The company secretary of the Company (the "Company Secretary") shall be the secretary of the Nomination Committee.
- 7.2 The Nomination Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Nomination Committee.

## **8. Minutes**

Minutes of the Nomination Committee meetings shall be kept by the Company Secretary. Draft and final versions of minutes of the meetings shall be circulated to all Members for their comments and records respectively, in both within a reasonable time after the meeting. Such minutes shall be opened for Directors' inspection.

## **9. Annual General Meeting**

The chairman of the Nomination Committee or (if absent) another member of Nomination Committee or failing this, his duly appointed delegate, shall attend the Company's annual general meeting, handled the shareholders' enquiry on the activities and responsibilities related to the Nomination Committee.

Note: If there is any inconsistency between the English and Chinese versions of this term of reference, the English version shall prevail.