

BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8220)

**TERMS OF REFERENCE OF
NOMINATION COMMITTEE (the “Committee”)**

(Adopted on 22 March 2012 and amended on 4 October 2013)

Membership

1. The Committee shall consist of three independent non-executive Directors appointed by Bingo Group Holdings Limited (the “Company”) board of directors (the “Board”) from time to time.
2. The Board shall designate one of the Committee’s members be the Chairman Of the Committee.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be three Committee members.
7. Proceedings of meetings of the Committee shall be governed by the relevant code provisions of the Corporate Governance Code as contained in the GEM Listing Rules (as amended from time to time).

Duties, powers and functions

8. The Committee shall –
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size, composition and diversity (including without the limitation, 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) to determine the policy for the nomination of directors, identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (iii) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report annually;
- (iv) formulate and review the Board Diversity Policy, discuss and revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
- (v) regularly review the time required from a Director to perform his responsibilities;
- (vi) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman, the Chief Executive as well as the senior management;
- (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- (viii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulations.

9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

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