



## **BOSSINI INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

### **Nomination Committee Terms of Reference**

#### **Constitution**

1. The Board of Directors (the “Board”) of Bossini International Holdings Limited (the “Company”) establishes a Committee of the Board known as the Nomination Committee.

#### **Membership**

2. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be independent non-executive directors. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and should be the chairman of the Board or an independent non-executive director.

#### **Attendance at meetings**

4. The Chairman/Chief Executive and the Head of Human Resources Department shall normally attend meetings.
5. The Company Secretary shall be the secretary of the Committee.

#### **Frequency of meetings**

6. Meetings shall be held when needed.

#### **Authority**

7. The Committee is authorised by the Board to act within its terms of reference.
8. The Committee is authorised by the Board to obtain sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.
9. The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited’s website and the Company’s website.

#### **Duties**

10. The duties of the Committee shall be:
  - (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, or professional experience) of the board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. 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;
- (c) review the Board Diversity Policy, as appropriate; and review the 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;
- (d) assess the independence of independent non-executive directors; and
- (e) 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, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

**Reporting procedures**

11. Full minutes of nomination committee meetings shall be kept by the secretary. The secretary shall circulate the draft and final versions of minutes of meetings and reports of the Committee to all committee members for their comment and records respectively, within a reasonable time after the meeting.

Dated: 19 June 2013