

  
**NATIONAL INVESTMENTS FUND LIMITED**  
**國盛投資基金有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1227)**

**NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

(Adopted and revised by the Company pursuant to the Board resolutions passed  
on 16 March 2012 and 4 September 2013)

**Constitution**

1. The Nomination Committee (the “Committee”) shall be established as a committee of the Board.

**Membership**

2. The Committee shall consist of not less than 3 members appointed by the Company’s board of directors (“Board”) from time to time. A majority of the members should be independent non-executive directors.
3. The Chairman of the Committee shall be appointed by the Board.

**Frequency and proceedings of meetings**

4. The Committee shall meet at least annually. The Committee’s Chairman may convene additional meetings at his discretion.
5. The quorum of a meeting shall be two Committee members.
6. The Company Secretary of the Company or his or her nominee shall be the secretary of the Committee.
7. The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

## **Duties, powers and functions**

8. The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
9. To review the structure, size and composition (including but not limited to gender, age, cultural and educational background, skills, knowledge, professional experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
10. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individual nominated for directorships;
11. To assess the independence of independent non-executive directors;
12. To make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive Officer as well as the senior management;
13. To develop and maintain the Board diversity policy, as appropriate; and review and monitor the effectiveness of the Board diversity policy;
14. Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
15. 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 legislation;
16. The Committee is required to report back to the Board on their decisions and recommendations as and when appropriate and at least once annually; and
17. The Committee shall be provided with sufficient resources to enable it to perform its functions and where necessary, to allow it to seek independent professional advice at the Company's expense.