

**TRINITY LIMITED**  
**利邦控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
("Company")

**TERMS OF REFERENCE  
OF  
NOMINATION COMMITTEE**

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**Constitution**

1. The Nomination Committee ("Committee") was established by the Board on 1 January 2009.

**Membership**

2. Under the Constitution, the Committee shall consist of not less than three members with a majority of independent non-executive directors. The quorum for meeting shall be two members.
3. The Company Secretary or the person so appointed by the Committee shall act as the secretary of the Committee.

**Frequency of Meetings**

4. The Committee shall meet at least once per annum.

**Duties**

5. The duties of the Committee shall include the following:
  - 5.1 to review the structure, size, composition (including the skills, knowledge and experience) and balance of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
  - 5.2 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;
  - 5.3 to assess the independence of independent non-executive directors;
  - 5.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman of the Board and the chief executive;
  - 5.5 to recommend to the Board directors to be appointed to Board committees and to review annually the effectiveness of Board committees;
  - 5.6 to see a proper orientation and education programme is in place for new directors; and
  - 5.7 to review and monitor the training and continuous professional development of directors and senior management.

**Attendance at Meetings**

6. The Group's Chief Executive Officer/Head of Corporate Compliance/Company Secretary may attend meetings of the Committee by invitation.
7. At the discretion of the Committee, other persons (including senior management, external advisors or consultants) may be invited to attend meetings or parts of meetings.

**Authority**

8. The Committee shall have access to such information and advice, both from within the Company and its subsidiaries and externally, as it deems necessary.
9. The Committee is authorised by the Board to obtain legal and other independent professional advice as it considers this necessary.

**Reporting Procedures**

10. The secretary of the Committee shall circulate the full minutes of all meetings of the Committee to all members of the Board. All minutes of the Committee shall be open for inspection at any reasonable time on reasonable notice by any director.
11. The Committee shall report to the Board on its findings and recommendations on a regular basis.
12. The Committee Chairman, failing him, a member of the Committee shall be available to attend the annual general meeting of the Company to answer questions relating to the appointment of directors and board succession.

*These terms of reference were adopted on 1 January 2009 and last updated on 12 November 2015.*

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