



美亞控股有限公司*
MAYER HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(as amended and adopted on 30 March 2012)

MEMBERSHIP

1. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members. The majority of the members of the Committee should be independent non-executive directors.
2. The Committee shall be chaired by the chairman of the Board or an independent non-executive director.
3. The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

FREQUENCY OF MEETINGS

4. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Chairman of the Committee may convene additional meetings at his discretion.

PROCEEDINGS OF MEETINGS

6. The quorum of a meeting shall be two members of the Committee.
7. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company.

DUTIES, POWERS AND FUNCTIONS

8. The Committee shall:

- (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (b) without prejudice to the generality of the foregoing:
 - (i) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations to the board regarding any proposed changes;
 - (ii) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;
 - (iii) assess the independence of independent non-executive directors; and
 - (iv) make recommendations to the board on relevant matters relating to the appointment or reappointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

REPORTING PROCEDURES

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