



MELBOURNE ENTERPRISES LIMITED

萬邦投資有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 158)

Terms of Reference of Nomination Committee

Membership

1. Members of the Nomination Committee (the “Committee”) shall be appointed by the board of Directors of the Company (the “Board”). It shall consist of not less than three members.
2. The majority of the Committee members shall be independent non-executive Directors.
3. The Chairman of the Committee shall be the chairman of the Board or an independent non-executive Director.
4. The Company Secretary shall act as the Secretary of the Committee.

Frequency of Meetings

5. The Committee shall meet at least once a year.

Notice of Meetings

6. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member of the Committee.

Quorum

7. The quorum necessary for the transaction of business of the Committee shall be two.

Minutes of Meetings

8. Full minutes of the Committee meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary).
9. Draft and final versions of minutes of the meetings shall be sent to all Committee members for their comment and records within a reasonable time after each meeting.

Authority

10. The Committee shall be provided with sufficient resources to perform its duties.

Where necessary, the Committee shall seek independent professional advice, at the Company's expense, to perform its responsibilities.

Duties

11. The duties of the Committee shall include:-
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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;
 - (c) to assess the independence of independent non-executive Directors; and
 - (d) to 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.

Publication of the Terms of Reference

12. The Committee shall make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on both the Company's website and the website of The Stock Exchange of Hong Kong Limited.

Adopted on 7 March 2012