

**PEACE MAP HOLDING LIMITED**  
**天下圖控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(the “**Company**”)

(**Stock Code: 402**)

**TERMS OF REFERENCE**  
**OF**  
**NOMINATION COMMITTEE**

*(current version adopted by the board of directors of the Company on 9 November 2015<sup>1</sup>)*

**1 Membership**

- (a) All members of the nomination committee (the “**Committee**”) shall be appointed by the board of directors (“**Board**”) and shall consist of not less than three (3) members, a majority of whom should be independent non-executive directors (“**INEDs**”). The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) from time to time.
- (b) The chairman of the Committee shall be the chairman of the Board or an INED.

**2 Attendance at Meetings**

- (a) The quorum of a meeting of the Committee shall be any two members. Each member shall carry one vote and in case of a tied resolution, the chairman shall have an extra vote to make on deciding a resolution.
- (b) The company secretary, or its delegate, shall be the secretary of the Committee who shall attend all meetings of the Committee.
- (c) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall be deemed to be presence in person at such meeting.

<sup>1</sup> *Previous version was adopted on 25 February 2006.*

### **3 Frequency of meetings**

Meetings of the Committee shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider that a meeting is necessary. Committee meetings shall be arranged by the secretary of the Committee, or its delegate, upon instruction of the chairman of the Committee.

### **4 Committee's resolutions**

- (a) Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present.
- (b) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

### **5 Authorities**

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.
- (b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain independent legal or other independent professional advice and to secure attendance of independent professional advisers with the relevant experience and expertise if it considers this necessary.
- (c) The Committee is to be provided with sufficient resources to discharge its duties.
- (d) Where the Committee proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.
- (e) The Committee (or the Board) should have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy in the corporate governance report.

## **6 Duties**

The duties of the Committee shall be:

- (a) to 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;
- (b) to identify individuals suitably qualified to become members of the Board 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;
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer;
- (e) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
- (f) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Listing Rules or applicable law; and
- (g) to ensure the chairman of the Committee, or in the absence of the chairman, another member of the Committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting of the Company.

## **7 Reporting Procedures**

The Committee shall report to the Board. At the next meeting of the Board following a meeting/written resolution of the Committee, the company secretary shall submit to the Board copies of the minutes/written resolutions setting out the findings, recommendations and decisions of the Committee.

## **8 Availability and update of the terms of reference**

- (a) These terms of reference shall be updated and revised as and when necessary in light of changes made to the Listing Rules.
- (b) These terms of reference shall be made available on the Hong Kong Stock Exchange's website and the Company's website.