



**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE OF
SA SA INTERNATIONAL HOLDINGS LIMITED (“COMPANY”)**

A. INTRODUCTION

1. These Terms of Reference are adopted by the board (“Board”) of directors (“Directors”) of the Company by resolution passed on 16 August 2013 to govern the operations of the Nomination Committee.

B. MEMBERSHIP AND QUORUM

2. The members of the Nomination Committee should be appointed by the Board amongst its members and should consist of not less than three (3) members. A majority of the members of the Nomination Committee should be independent non-executive Directors. A quorum should be two (2) members provided that if any member of the Nomination Committee is interested in any matter submitted to the Nomination Committee for consideration or approval, such member should declare the nature of his interest and should not be counted in the quorum present at the meeting and his vote should also not be counted. A.5.1
3. The chairman of the Nomination Committee (“Chairman”) should be the chairman of the Board or an independent non-executive Director as appointed by the Board. A.5.1

C. MEETINGS OF NOMINATION COMMITTEE

4. The Nomination Committee may invite any person, including any other Director or member of the senior management it deems appropriate to attend its meetings.
5. Arrangement should be in place to ensure that all Nomination Committee members are given an opportunity to include matters in the agenda for regular meetings. A.1.2
6. Notice of at least 14 days together with an agenda should be given of a regular meeting to give all Nomination Committee members an opportunity to attend. For all other meetings, reasonable notice should be given. A.1.3
7. All Nomination Committee members and attendees should be provided with an agenda and accompanying papers in full in a timely manner and at least 3 days before the intended date of meeting to enable them to make informed decisions. A.7 Principal
A.7.1

8. The company secretary of the Company (“Company Secretary”) should be the secretary of the Nomination Committee. In the absence of the Company Secretary in any meeting of the Nomination Committee, members of the Nomination Committee should be entitled to appoint any other person to act as the secretary of such a meeting of the Nomination Committee. All Nomination Committee members should have access to the advice and services of the Company Secretary to ensure that Board committee procedures, and all applicable law, rules and regulations, are followed. F.1.4
9. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after the meeting is held. Full minutes of the Nomination Committee meetings should be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary). A.1.4
A.1.5
10. Nomination Committee papers and minutes should be open for inspection at any reasonable time on reasonable notice by any Director. A.1.4

D. MEETING SCHEDULE

11. Meetings of the Nomination Committee should be held not less than once a year.

E. AUTHORITY

A.5.2

12. In order to perform its responsibilities, upon reasonable request, the Nomination Committee should be able to seek independent professional advice at the Company’s expense in appropriate circumstances or where necessary pursuant to the Guidelines for Directors to Obtain Independent Professional Advice adopted by the Board and as amended from time to time. The Company should provide the Nomination Committee sufficient resources to perform its duties. A.1.6
A.5.4
13. The Nomination Committee is authorized by the Board:
- 13.1 to determine the policy for the nomination of Directors of the Company and to adopt the nomination procedures, process and criteria to select and recommend candidates for directorship; L.(d)(ii)
- 13.2 to delegate its authority and duties to sub-committees, or individual members of the Nomination Committee, as it deems appropriate;
- 13.3 to do any such things to enable the Nomination Committee to discharge its authority and duties conferred on it by the Board; and
- 13.4 to conform to any requirement, direction and regulation that may from time to time be prescribed by the Board, contained in the Memorandum and Articles of Association of the Company or imposed by law, regulations or the Listing Rules.

F. DUTIES

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| 14. | The duties of the Nomination Committee should primarily include, among others, the following: | A.5.2 |
| 14.1 | to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service and other qualities of Directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; | A.5.2(a)
Note to
A.5.6
L.(d)(ii) |
| 14.2 | having regard to the Board Diversity Policy of the Company, 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; | A.3 Principal
A.5.2(b) |
| 14.3 | to assess the independence of independent non-executive Directors; | A.5.2(c) |
| 14.4 | 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 officer; | A.5.2(d) |
| 14.5 | to determine the policy for the nomination of Directors; | L.(d)(ii) |
| 14.6 | to monitor the implementation of the Board Diversity Policy and to review, as appropriate, such a policy to ensure its effectiveness; | |
| 14.7 | to consider any other matters that may be referred to the Nomination Committee by the Board; and | |
| 14.8 | to report back to the Board on its findings, decisions or recommendations, if any unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). | D.2.2 |

G. ATTENDANCE IN ANNUAL GENERAL MEETING

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| 15. | The Chairman, or in his absence, another member of the Nomination Committee or failing him, a duly appointed delegate of the Chairman, should attend the annual general meeting of the Company and be available to answer questions at the annual general meeting of the Company. | E.1.2 |
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H. AVAILABILITY OF TERMS OF REFERENCE

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| 16. | The Nomination Committee should make available its Terms of Reference, explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. | A.5.3 |
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I. LANGUAGE VERSION

17. The text of this Terms of Reference appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.