

**COL CAPITAL LIMITED**  
**(the “Company”)**  
**TERMS OF REFERENCE**  
**OF**  
**NOMINATION COMMITTEE**

**Membership**

1. The members of the Nomination Committee shall be appointed by the board of directors (the “Board”) where appropriate in consultation with the chairman of the Nomination Committee from amongst the directors of the Company from time to time and shall consist of not less than three members.
2. The majority of the Nomination Committee members must be independent non-executive directors. The chairman of the Board shall be a member of the Nomination Committee.
3. The chairman of the Nomination Committee, who must be the chairman of the Board or an independent non-executive director, shall be appointed by the Board. In the absence of the chairman of the Nomination Committee and an appointed deputy at any meeting of the Nomination Committee, the members present may appoint a chairman (who must be an independent non-executive director) for that meeting.
4. The Nomination Committee may, from time to time, invite advisors with relevant experience and expertise to the meeting to advise its members.
5. The company secretary of the Company should be the secretary of the Nomination Committee.

**Frequency and Proceeding of Meetings**

6. The Nomination Committee shall meet at least once every year. Additional meetings shall be convened as required.
7. The chairman of the Nomination Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Nomination Committee, of which at least one should be independent non-executive director.

9. A resolution in writing signed by all members of the Nomination Committee shall be as valid and effective as if it has been passed at a meeting of the Nomination Committee duly called and constituted.
10. Proceedings of meetings of the Nomination Committee shall be governed by the provisions of clause 126 of Bye-laws of the Company.

### **Duties, powers and functions**

11. The duties of the Nomination Committee shall be:
  - (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
  - (b) without prejudice to the generality of the foregoing:
    - (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
    - (ii) 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;
    - (iii) to assess the independence of independent non-executive directors;
    - (iv) 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;
    - (v) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
    - (vi) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Bye-laws of the Company or imposed by legislation.
12. The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

## **Reporting procedures**

13. The secretary of the Nomination Committee shall circulate the minutes and records of resolutions of the Nomination Committee meetings to all members of the Nomination Committee within a reasonable time after each meeting and, once agreed, to all members of the Board.

At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report to the Board on decisions or recommendations made unless there are legal or regulatory restrictions to do so.

*Note:*

If there is any inconsistency between the English and Chinese versions of this Term of Reference, the English version shall prevail.

Adopted on 27 February 2012