



TRANSPORT INTERNATIONAL HOLDINGS LIMITED

(載通國際控股有限公司) *

(Incorporated in Bermuda with limited liability)

(Stock Code : 62)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Membership

1. The Nomination Committee (the “**Committee**”) shall consist of at least three directors, the majority of them shall be independent non-executive directors of Transport International Holdings Limited (the “**Company**”) with at least one member of a different gender. The members of the Committee shall be appointed by the Board.
2. The Board shall nominate one of the members as the chairman of the Committee.
3. The Company Secretary shall act as the Secretary of the Committee (“the Secretary”).

Frequency and proceedings 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, or convened by the chairman of the Committee at his discretion.
5. The quorum of a meeting shall not be less than half of the total number of members of the Committee.
6. Proceedings of meetings of the Committee shall be governed by the provisions of Article 121 of the Bye-laws of the Company.

Notice of meetings

7. A meeting of the Committee shall be convened by the Secretary at the request of the chairman of the Committee. The Secretary shall convene a meeting of the Committee of which notice may be given in writing or by telephone or in such other manner as the Committee may from time to time determine.

Duties, powers and functions

8. The Committee shall:

- a) review and monitor the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- b) identify and nominate for the approval of the Board suitably qualified candidates for appointment as additional directors or to fill casual vacancies of directors as and when they arise;
- c) make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the managing director;
- d) assess the independence of independent non-executive directors;
- e) to develop a policy concerning diversity of Board members and diversity of workforce (including senior management), and disclose the policy or a summary of the policy in the corporate governance report;
- f) to support the Company's regular evaluation of the Board's performance;
- g) assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of listed companies (if any) and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;
- h) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
- i) take account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any requirement that may from time to time be prescribed by the Board or contained in the Bye-laws of the Company or imposed by legislation when exercising their duties.

Reporting procedures

- 9. The Secretary of the Committee shall ensure that full minutes are kept of all meetings and that such minutes shall be circulated to all members of the Committee and made available upon request to the other members of the Board.
- 10. The Committee should report to the Board on its work, decisions and recommendations in a timely manner.

** For identification purpose only*