

**Terms of Reference**  
**Nomination Committee**

Zhidao Internation (Holdings) Limited (the “Company”)  
*September 2013*

**Definitions**

1. For the purposes of these terms of reference (the ***Terms***):

<b><i>Board</i></b>	means the board of directors of the Company.
<b><i>Code</i></b>	means Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
<b><i>Company Secretary</i></b>	means the company secretary of the Company.
<b><i>Directors</i></b>	means the members of the Board.
<b><i>Listing Rules</i></b>	mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).
<b><i>Nomination Committee</i></b>	means the Nomination Committee established by the resolution of the Board in accordance with clause 2 of these Terms.
<b><i>Shareholders</i></b>	means the shareholders of the Company.

**Constitution**

2. The Board has resolved to establish a committee of the Board to be known as the Nomination Committee.

**Membership**

3. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom shall be independent non-executive Directors.
4. A quorum of a meeting of the Nomination Committee shall be two members. The chairman of the Nomination Committee shall be the chairman of the Board, or appointed by the Board and shall be an independent non-executive Director.

**Frequency and conduct of meetings**

5. The Nomination Committee shall meet as and when necessary or as requested by any member of the Nomination Committee, or by request of the Board.

6. An agenda and accompanying papers should be prepared by the designated person by the Board or the Nomination Committee, and sent in full to all members of the Nomination Committee in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or such other period as agreed by its members)

### **Annual General Meetings**

7. The chairman of the Nomination Committee shall, as far as practicable, attend the Company's annual general meetings and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

### **Authority**

8. The Nomination Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee.

### **Duties**

9. The duties of the Nomination Committee shall include:
  - a. Reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;
  - b. Identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of, individuals nominated for directorship;
  - c. Assessing the independence of independent non-executive directors;
  - d. Making recommendation 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. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at a general meeting, explaining in the circular to Shareholders and/or preparing explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reason why they consider the individual to be independent;
  - f. Having a policy concerning diversity of Board members, disclosing such policy or a summary of the policy in the corporate governance report; and

- g. Exercising such other powers, authorities and discretions, and perform such other duties, of the Directors in relation to the nomination of directors as the Board may from time to time delegate to it, having regard to the Code.

### **Reporting procedures**

- 10. Minutes of the Nomination Committee's meetings shall be kept by the Company Secretary, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 11. Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 12. Without prejudice to the generality of the duties of the Nomination Committee set out in these Terms, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

### **Terms available**

- 13. The Nomination Committee shall make available these Terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.

**September 2013**

**Version 1.2**